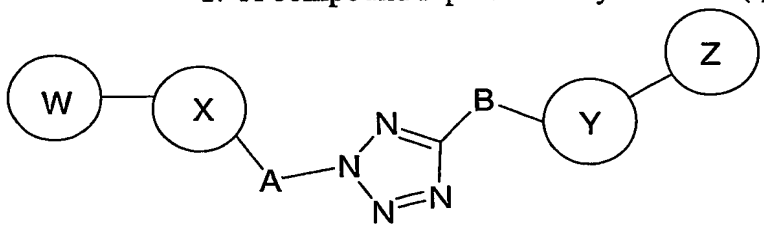
WHAT IS CLAIMED IS:

1. A compound represented by Formula (I):



(I)

or a pharmaceutically acceptable salt thereof, wherein

X and Y each independently is aryl or heteroaryl wherein at least one of X and Y is a heteroaryl with N adjacent to the position of attachment to A or B respectively;

X is optionally substituted with 1-7 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, –OR^1, –NR^1R^2, –$C(=NR^1)NR^2R^3$, -$N(=NR^1)NR^2R^3$, –NR^1COR^2, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, –$NR^1CONR^2R^3$,–SR^4, -SOR^4, –SO_2R^4, –$SO_2NR^1R^2$, -COR^1, -CO_2R^1, –$CONR^1R^2$, -$C(=NR^1)R^2$, or -$C(=NOR^1)R^2$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to X; wherein the –C_{1-6}alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), or –N(C_{0-6}alkyl)(aryl) groups;

R^1, R^2, and R^3 each independently is –C_{0-6}alkyl, –C_{3-7}cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), –N(C_{0-6}alkyl)(aryl) substituents;

R^4 is –C_{1-6}alkyl, –C_{3-7}cycloalkyl, heteroaryl, or aryl; optionally substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), -O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), –N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), –N(C_{0-6}alkyl)(aryl) substituents;

A is –C_{0-4}alkyl, –C_{0-2}alkyl–SO–C_{0-2}alkyl–, –C_{0-2}alkyl–SO_2–C_{0-2}alkyl–, –C_{0-2}alkyl–CO–C_{0-2}alkyl–, –C_{0-2}alkyl–NR^9CO–C_{0-2}alkyl–, –C_{0-2}alkyl–NR^9SO_2–C_{0-2}alkyl– or –heteroC_{0-4}alkyl;

W is –C_{3-7}cycloalkyl, –heteroC_{3-7}cycloalkyl, –C_{0-6}alkylaryl, or –C_{0-6}alkylheteroaryl optionally substituted with 1-7 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, –OR^1, –NR^1R^2, –$C(=NR^1)NR^2R^3$, -$N(=NR^1)NR^2R^3$, –NR^1COR^2, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, –$NR^1CONR^2R^3$,–SR^4, -SOR^4, –SO_2R^4, –$SO_2NR^1R^2$, -COR^1, -CO_2R^1, –$CONR^1R^2$, -$C(=NR^1)R^2$, or -$C(=NOR^1)R^2$ substituents;

Y is optionally substituted with 1-7 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^5, –NR^5R^6, -$C(=NR^5)NR^6R^7$, -$N(=NR^5)NR^6R^7$, –NR^5COR^6, -$NR^5CO_2R^6$, -$NR^5SO_2R^8$, –$NR^5CONR^6R^7$,–SR^8, -SOR^8, –SO_2R^8, –$SO_2NR^5R^6$, -COR^5, -CO_2R^5, –$CONR^5R^6$, -$C(=NR^5)R^6$, or -$C(=NOR^5)R^6$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the –C_{1-6}alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –$O(C_{0-6}alkyl)$, –$O(C_{3-7}$cycloalkyl), –O(aryl), –$N(C_{0-6}alkyl)(C_{0-6}alkyl)$, -$N(C_{0-6}alkyl)(C_{3-7}$cycloalkyl), or –$N(C_{0-6}alkyl)$(aryl) groups;

R^5, R^6, and R^7 each independently is –C_{0-6}alkyl, –C_{3-7}cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –$O(C_{0-6}alkyl)$, –$O(C_{3-7}$cycloalkyl), –O(aryl), –$N(C_{0-6}alkyl)(C_{0-6}alkyl)$, -$N(C_{0-6}alkyl)(C_{3-7}$cycloalkyl), –$N(C_{0-6}alkyl)$(aryl) substituents;

R^8 is –C_{1-6}alkyl, –C_{3-7}cycloalkyl, heteroaryl, or aryl; optionally substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –$O(C_{0-6}alkyl)$, –$O(C_{3-7}$cycloalkyl), -O(aryl), –$N(C_{0-6}alkyl)(C_{0-6}alkyl)$, –$N(C_{0-6}alkyl)(C_{3-7}$cycloalkyl), -$N(C_{0-6}alkyl)$(aryl) substituents;

B is –C_{0-4}alkyl, –C_{0-2}alkyl–SO–C_{0-2}alkyl–, –C_{0-2}alkyl–SO_2–C_{0-2}alkyl–, –C_{0-2}alkyl–CO–C_{0-2}alkyl–, –C_{0-2}alkyl–NR^{10}CO–C_{0-2}alkyl–, –C_{0-2}alkyl–$NR^{10}SO_2$–C_{0-2}alkyl– or –heteroC_{0-4}alkyl;

R^9 and R^{10} each independently is –C_{0-6}alkyl, –C_{3-7}cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –$O(C_{0-6}alkyl)$, –$O(C_{3-7}$cycloalkyl), –O(aryl), –$N(C_{0-6}alkyl)(C_{0-6}alkyl)$, -$N(C_{0-6}alkyl)(C_{3-7}$cycloalkyl), –$N(C_{0-6}alkyl)$(aryl) substituents;

Z is –C_{3-7}cycloalkyl, –heteroC_{3-7}cycloalkyl, –C_{0-6}alkylaryl, or –C_{0-6}alkylheteroaryl optionally substituted with 1-7 independent halogen, –CN, NO_2, -C_{1-}

6alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, –OR^1, –NR^1R^2, –$C(=NR^1)NR^2R^3$, -$N(=NR^1)NR^2R^3$, –NR^1COR^2, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, –$NR^1CONR^2R^3$,–SR^4, -SOR^4, –SO_2R^4, –$SO_2NR^1R^2$, -COR^1, -CO_2R^1, –$CONR^1R^2$, -$C(=NR^1)R^2$, or -$C(=NOR^1)R^2$ substituents;

one of W and Z is optionally absent; and

any N may be an N-oxide.

2. The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein

X is 2-pyridyl optionally substituted with 1-4 independent halogen, -CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, –OR^1, –NR^1R^2, -$C(=NR^1)NR^2R^3$, –$N(=NR^1)NR^2R^3$, –NR^1COR^2, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, -$NR^1CONR^2R^3$,–SR^4, -SOR^4, –SO_2R^4, –$SO_2NR^1R^2$, -COR^1, -CO_2R^1, -$CONR^1R^2$, -$C(=NR^1)R^2$, or –$C(=NOR^1)R^2$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to X; wherein the –C_{1-6}alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –$O(C_{0-6}$alkyl), –$O(C_{3-7}$cycloalkyl), –O(aryl), –$N(C_{0-6}$alkyl)(C_{0-6}alkyl), -$N(C_{0-6}$alkyl)(C_{3-7}cycloalkyl), or –$N(C_{0-6}$alkyl)(aryl) groups.

3. The compound according to Claim 2, or a pharmaceutically acceptable salt thereof, wherein

Y is phenyl optionally substituted with 1-5 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^5, –NR^5R^6, -$C(=NR^5)NR^6R^7$, -$N(=NR^5)NR^6R^7$, –NR^5COR^6, -$NR^5CO_2R^6$, -$NR^5SO_2R^8$, –$NR^5CONR^6R^7$,–SR^8, -SOR^8, –SO_2R^8, –$SO_2NR^5R^6$, -COR^5, -CO_2R^5, –$CONR^5R^6$, -$C(=NR^5)R^6$, or -$C(=NOR^5)R^6$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the –C_{1-6}alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –$O(C_{0-6}$alkyl), –$O(C_{3-7}$cycloalkyl), –O(aryl), –$N(C_{0-6}$alkyl)(C_{0-6}alkyl), -$N(C_{0-6}$alkyl)(C_{3-7}cycloalkyl), or –$N(C_{0-6}$alkyl)(aryl) groups..

4. The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein

Y is 2-pyridyl optionally substituted with 1-4 independent halogen, -CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^5, –NR^5R^6, -$C(=NR^5)NR^6R^7$, -$N(=NR^5)NR^6R^7$, –NR^5COR^6, -$NR^5CO_2R^6$, -$NR^5SO_2R^8$, -$NR^5CONR^6R^7$,–SR^8, -SOR^8, –SO_2R^8, –$SO_2NR^5R^6$, -COR^5, -CO_2R^5, -$CONR^5R^6$, -$C(=NR^5)R^6$, or –$C(=NOR^5)R^6$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the –C_{1-6}alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), or –N(C_{0-6}alkyl)(aryl) groups..

5. The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein

X is phenyl optionally substituted with 1-5 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, –OR^1, –NR^1R^2, –$C(=NR^1)NR^2R^3$, -$N(=NR^1)NR^2R^3$, –NR^1COR^2, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, –$NR^1CONR^2R^3$,–SR^4, -SOR^4, –SO_2R^4, –$SO_2NR^1R^2$, -COR^1, -CO_2R^1, –$CONR^1R^2$, -$C(=NR^1)R^2$, or -$C(=NOR^1)R^2$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to X; wherein the –C_{1-6}alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), or –N(C_{0-6}alkyl)(aryl) groups.

6. The compound according to Claim 5, or a pharmaceutically acceptable salt thereof, wherein

Y is 2-pyridyl optionally substituted with 1-4 independent halogen, -CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^5, –NR^5R^6, -$C(=NR^5)NR^6R^7$, -$N(=NR^5)NR^6R^7$, –NR^5COR^6, -$NR^5CO_2R^6$, -$NR^5SO_2R^8$, -$NR^5CONR^6R^7$,–SR^8, -SOR^8, –SO_2R^8, –$SO_2NR^5R^6$, -COR^5, -CO_2R^5, -$CONR^5R^6$, -$C(=NR^5)R^6$, or –$C(=NOR^5)R^6$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the –C_{1-6}alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further

substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), or –N(C_{0-6}alkyl)(aryl) groups.

7. The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein

Y is 1,3-thiazolyl optionally substituted with 1-2 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^5, –NR^5R^6, -$C(=NR^5)NR^6R^7$, -$N(=NR^5)NR^6R^7$, –NR^5COR^6, -$NR^5CO_2R^6$, -$NR^5SO_2R^8$, -$NR^5CONR^6R^7$,–SR^8, -SOR^8, –SO_2R^8, –$SO_2NR^5R^6$, -COR^5, -CO_2R^5, -$CONR^5R^6$, -$C(=NR^5)R^6$, or –$C(=NOR^5)R^6$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the –C_{1-6}alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), or –N(C_{0-6}alkyl)(aryl) groups.

8. The compound according to Claim 7, or a pharmaceutically acceptable salt thereof, wherein

X is phenyl optionally substituted with 1-5 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, –OR^1, –NR^1R^2, –$C(=NR^1)NR^2R^3$, -$N(=NR^1)NR^2R^3$, –NR^1COR^2, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, –$NR^1CONR^2R^3$,–SR^4, -SOR^4, –SO_2R^4, –$SO_2NR^1R^2$, -COR^1, -CO_2R^1, –$CONR^1R^2$, -$C(=NR^1)R^2$, or -$C(=NOR^1)R^2$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to X; wherein the –C_{1-6}alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), or –N(C_{0-6}alkyl)(aryl) groups..

9. The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein

W is –C_{0-6}alkylaryl, or –C_{0-6}alkylheteroaryl optionally substituted with 1-7 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl,

-OR^1, $-NR^1R^2$, $-C(=NR^1)NR^2R^3$, $-N(=NR^1)NR^2R^3$, $-NR^1COR^2$, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, $-NR^1CONR^2R^3$,$-SR^4$, -SOR^4, $-SO_2R^4$, $-SO_2NR^1R^2$, -COR^1, -CO_2R^1, $-CONR^1R^2$, -$C(=NR^1)R^2$, or $-C(=NOR^1)R^2$ substituents.

10. The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein

Y is pyrazolyl optionally substituted with 1-3 independent halogen, -CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^5, $-NR^5R^6$, -$C(=NR^5)NR^6R^7$, -$N(=NR^5)NR^6R^7$, $-NR^5COR^6$, -$NR^5CO_2R^6$, -$NR^5SO_2R^8$, -$NR^5CONR^6R^7$,$-SR^8$, -SOR^8, $-SO_2R^8$, $-SO_2NR^5R^6$, -COR^5, -CO_2R^5, -$CONR^5R^6$, -$C(=NR^5)R^6$, or $-C(=NOR^5)R^6$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the $-C_{1-6}$alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, $-C_{1-6}$alkyl, $-O(C_{0-6}$alkyl), $-O(C_{3-7}$cycloalkyl), –O(aryl), $-N(C_{0-6}$alkyl)(C_{0-6}alkyl), -$N(C_{0-6}$alkyl)(C_{3-7}cycloalkyl), or $-N(C_{0-6}$alkyl)(aryl) groups.

11. The compound according to Claim 10, or a pharmaceutically acceptable salt thereof, wherein

X is 1phenyl optionally substituted with 1-5 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^5, $-NR^5R^6$, -$C(=NR^5)NR^6R^7$, -$N(=NR^5)NR^6R^7$, $-NR^5COR^6$, -$NR^5CO_2R^6$, -$NR^5SO_2R^8$, -$NR^5CONR^6R^7$,$-SR^8$, -SOR^8, $-SO_2R^8$, $-SO_2NR^5R^6$, -COR^5, -CO_2R^5, -$CONR^5R^6$, -$C(=NR^5)R^6$, or $-C(=NOR^5)R^6$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the $-C_{1-6}$alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, $-C_{1-6}$alkyl, $-O(C_{0-6}$alkyl), $-O(C_{3-7}$cycloalkyl), –O(aryl), $-N(C_{0-6}$alkyl)(C_{0-6}alkyl), -$N(C_{0-6}$alkyl)(C_{3-7}cycloalkyl), or $-N(C_{0-6}$alkyl)(aryl) groups.

12. The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein

Y is imidazolyl optionally substituted with 1-3 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^5, $-NR^5R^6$,

-C(=NR^5)NR^6R^7, -N(=NR^5)NR^6R^7, –NR^5COR^6, -$NR^5CO_2R^6$, -$NR^5SO_2R^8$, -$NR^5CONR^6R^7$,–SR^8, -SOR^8, –SO_2R^8, –$SO_2NR^5R^6$, -COR^5, -CO_2R^5, -$CONR^5R^6$, -C(=NR^5)R^6, or –C(=NOR^5)R^6 substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the –C_{1-6}alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), or –N(C_{0-6}alkyl)(aryl) groups.

13. The compound according to Claim 12, or a pharmaceutically acceptable salt thereof, wherein

X is phenyl optionally substituted with 1-5 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, –OR^1, –NR^1R^2, –C(=NR^1)NR^2R^3, -N(=NR^1)NR^2R^3, –NR^1COR^2, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, –$NR^1CONR^2R^3$,–SR^4, -SOR^4, –SO_2R^4, –$SO_2NR^1R^2$, -COR^1, -CO_2R^1, –$CONR^1R^2$, -C(=NR^1)R^2, or -C(=NOR^1)R^2 substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to X; wherein the –C_{1-6}alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), or –N(C_{0-6}alkyl)(aryl) groups.

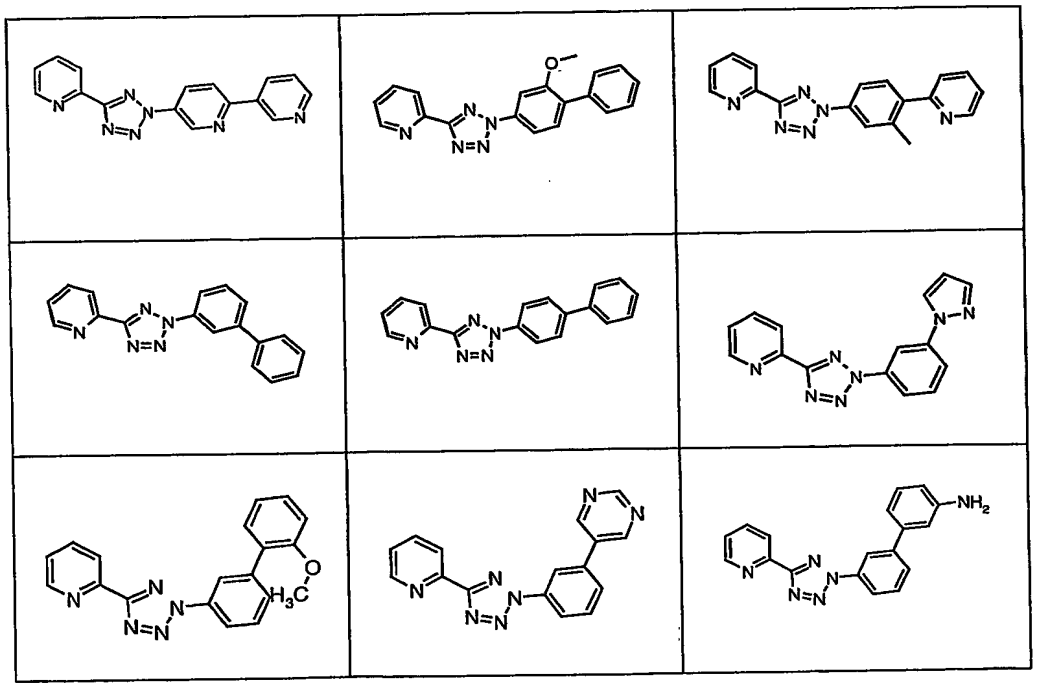
14. The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein

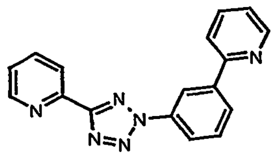
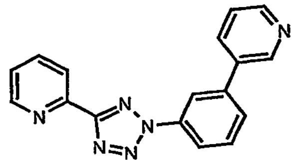
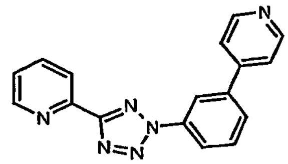
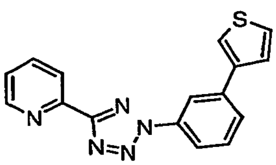
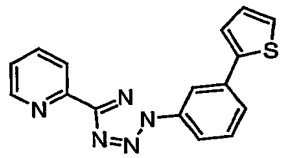
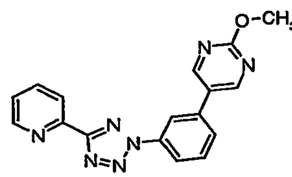
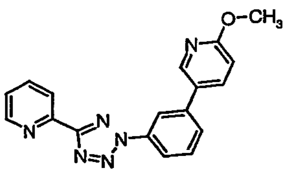
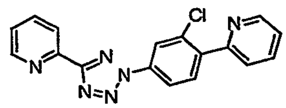
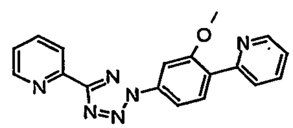
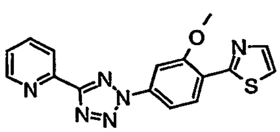
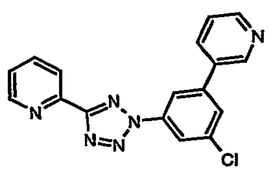
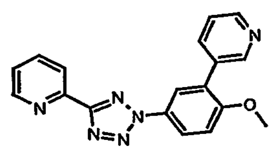
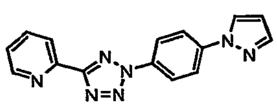
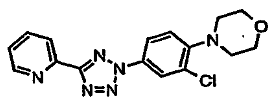
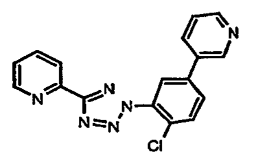
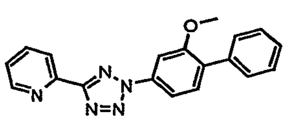
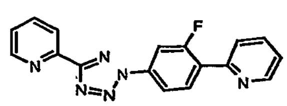
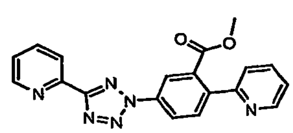
X is 3-pyridyl optionally substituted with 1-4 independent halogen, -CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^5, –NR^5R^6, -C(=NR^5)NR^6R^7, -N(=NR^5)NR^6R^7, –NR^5COR^6, -$NR^5CO_2R^6$, -$NR^5SO_2R^8$, -$NR^5CONR^6R^7$,–SR^8, -SOR^8, –SO_2R^8, –$SO_2NR^5R^6$, -COR^5, -CO_2R^5, -$CONR^5R^6$, -C(=NR^5)R^6, or –C(=NOR^5)R^6 substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the –C_{1-6}alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), or –N(C_{0-6}alkyl)(aryl) groups.

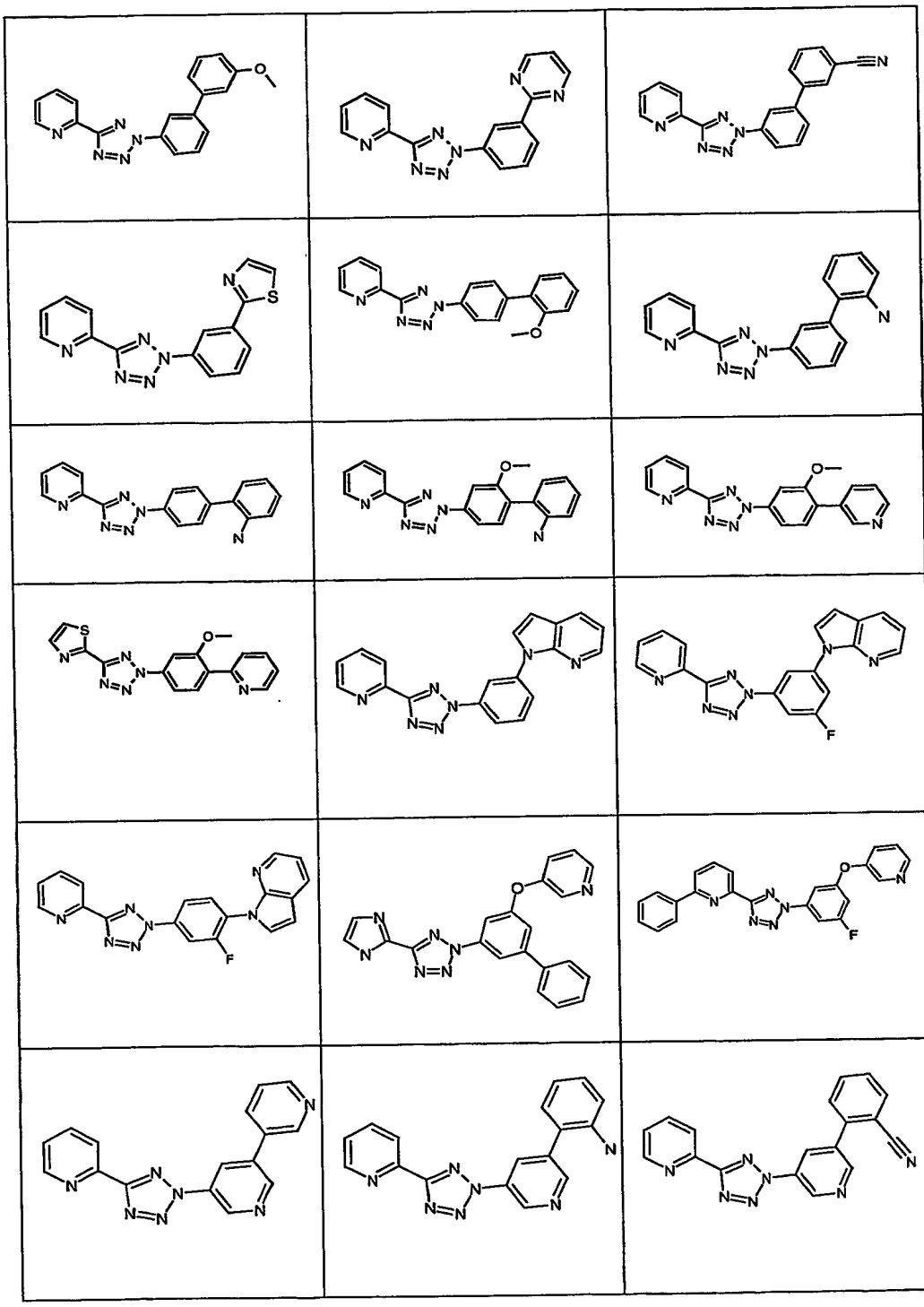
15. The compound according to Claim 1, consisting of:

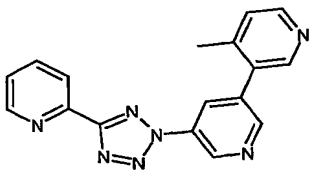
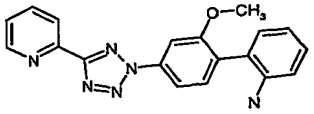
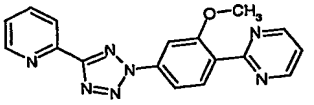
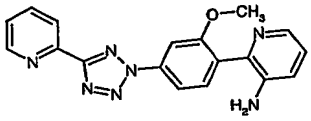
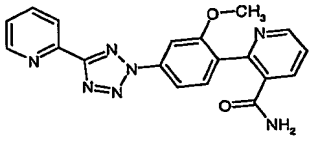
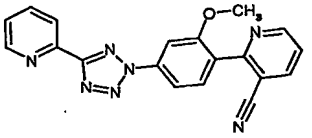
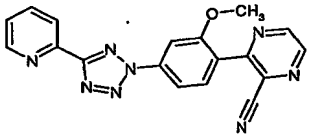
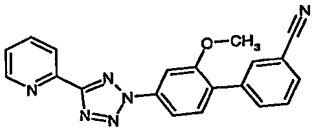
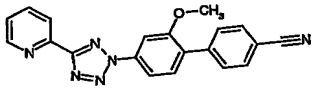
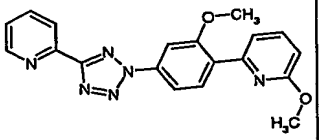
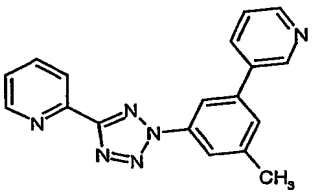
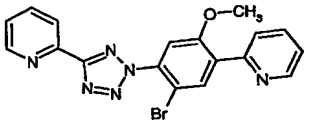
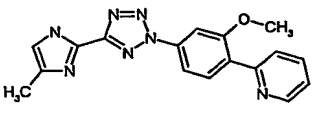
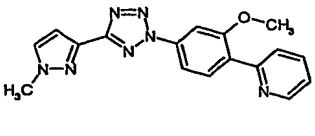
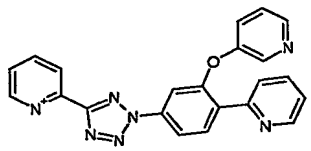
1-methyl-3-[3-(5-pyridin-2-yl-2*H*-tetrazol-2-yl)phenyl]imidazolidin-2-one;
2-[2-(4-pyridin-2-ylphenyl)-2*H*-tetrazol-5-yl]pyridine;
2-[2-(4-pyridin-4-ylphenyl)-2*H*-tetrazol-5-yl]pyridine;
2-{2-[3-(1*H*-imidazol-1-yl)phenyl]-2*H*-tetrazol-5-yl}pyridine;
2-[2-(2-pyrazin-3-ylphenyl)-2*H*-tetrazol-5-yl]pyridine;
2-[2-(4-morpholin-3-ylphenyl)-2*H*-tetrazol-5-yl]pyridine;
2-{2-[3-(2*H*-tetrazol-5-yl)phenyl]-2*H*-tetrazol-5-yl}pyridine;
2-pyridin-2-yl-5-(5-pyridin-2-yl-2*H*-tetrazol-2-yl)benzonitrile;
or a pharmaceutically acceptable salt thereof.

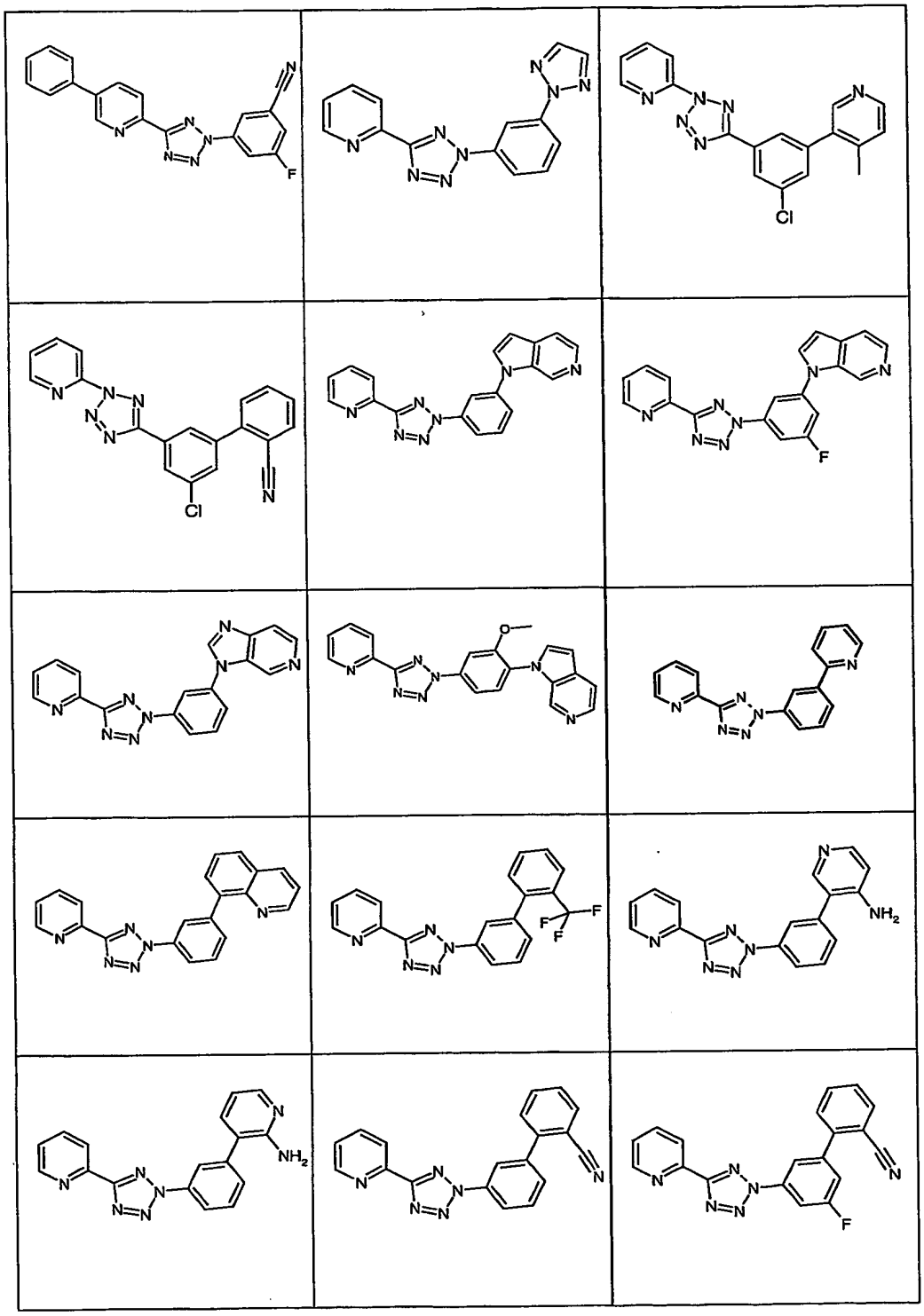
16. The compound according to Claim 1, consisting of:

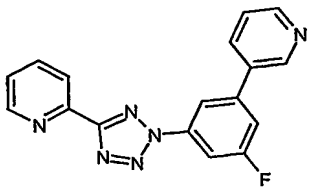
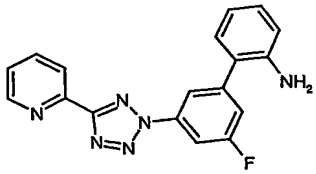
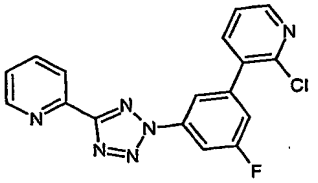
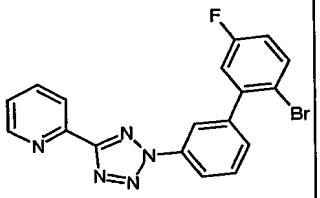
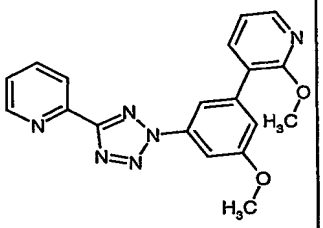
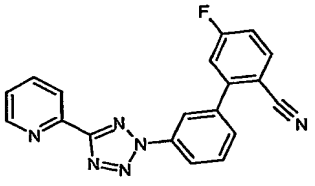
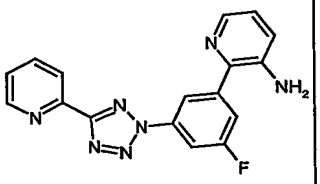
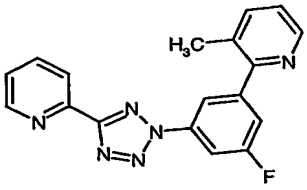
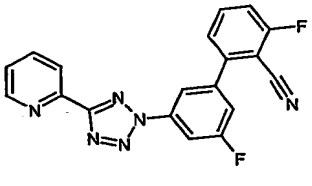
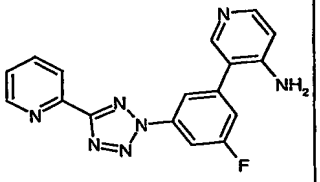
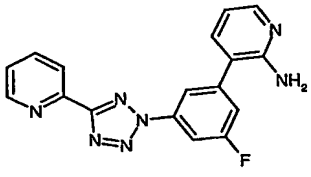
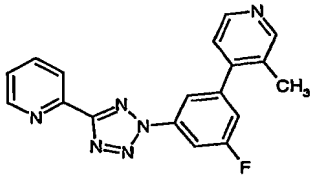
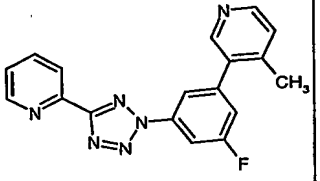
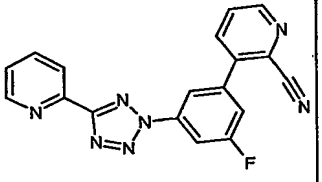
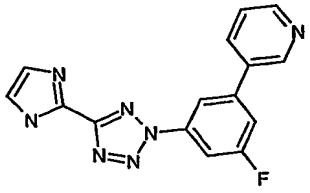


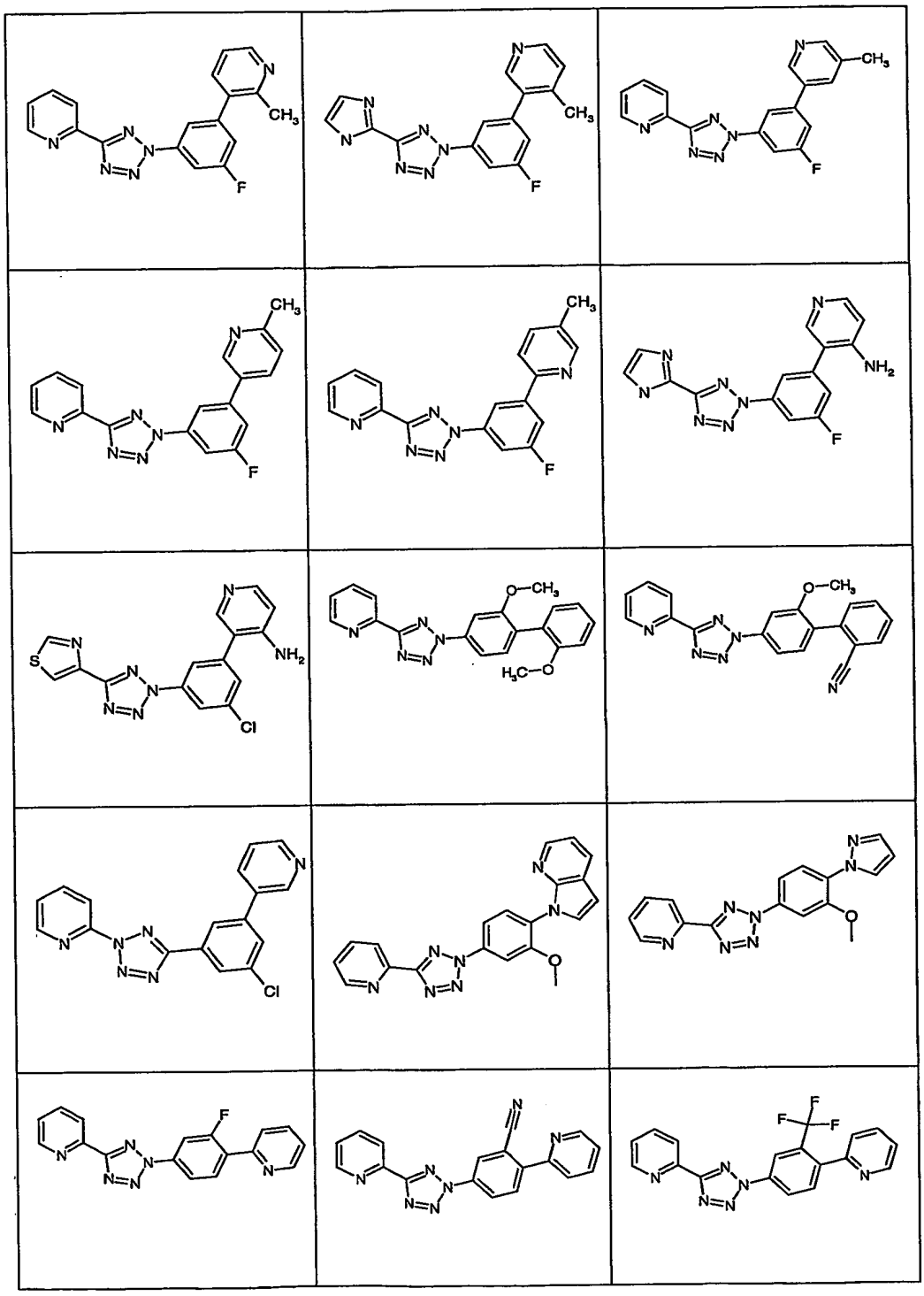
		
		
		
		
		
		

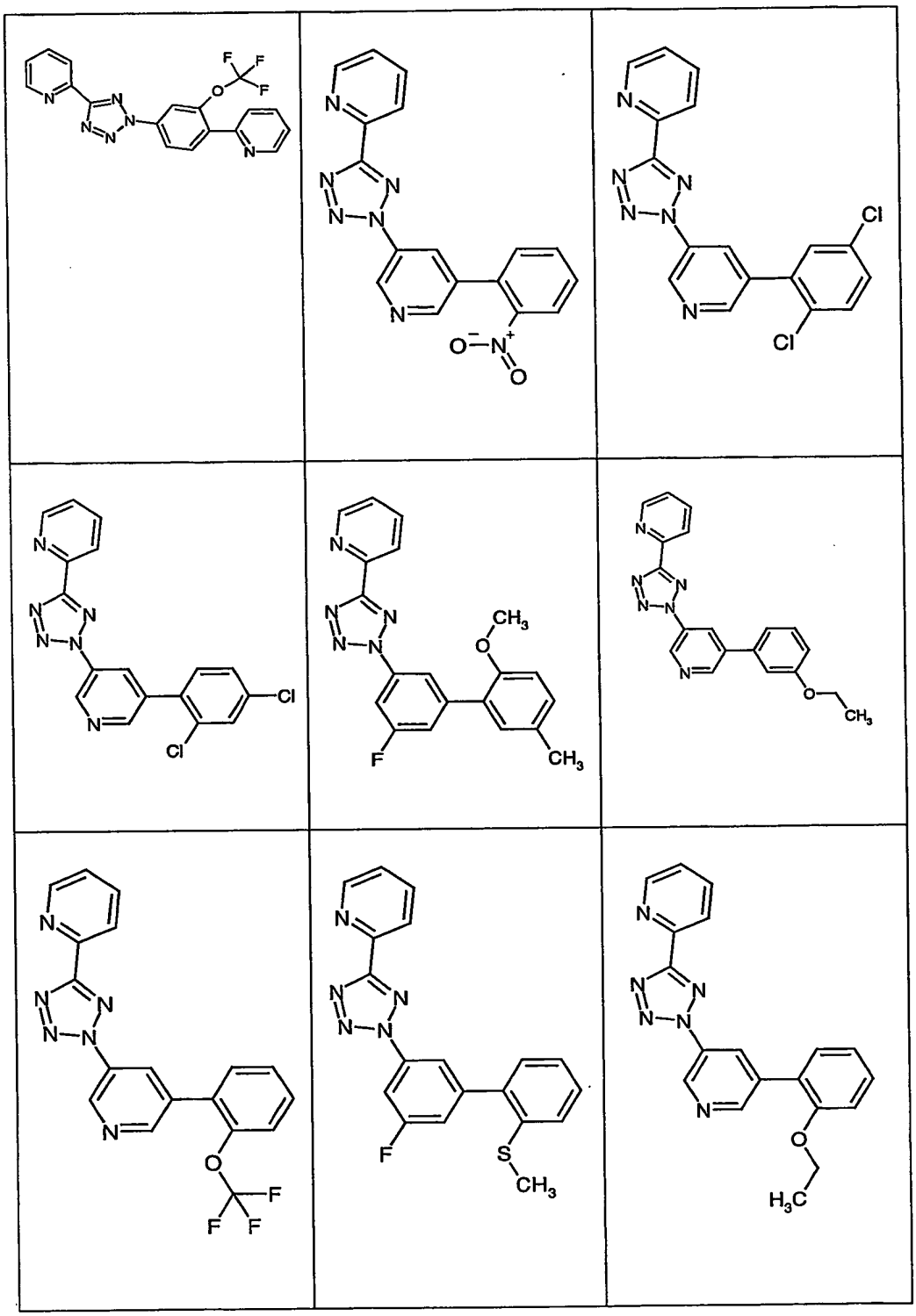


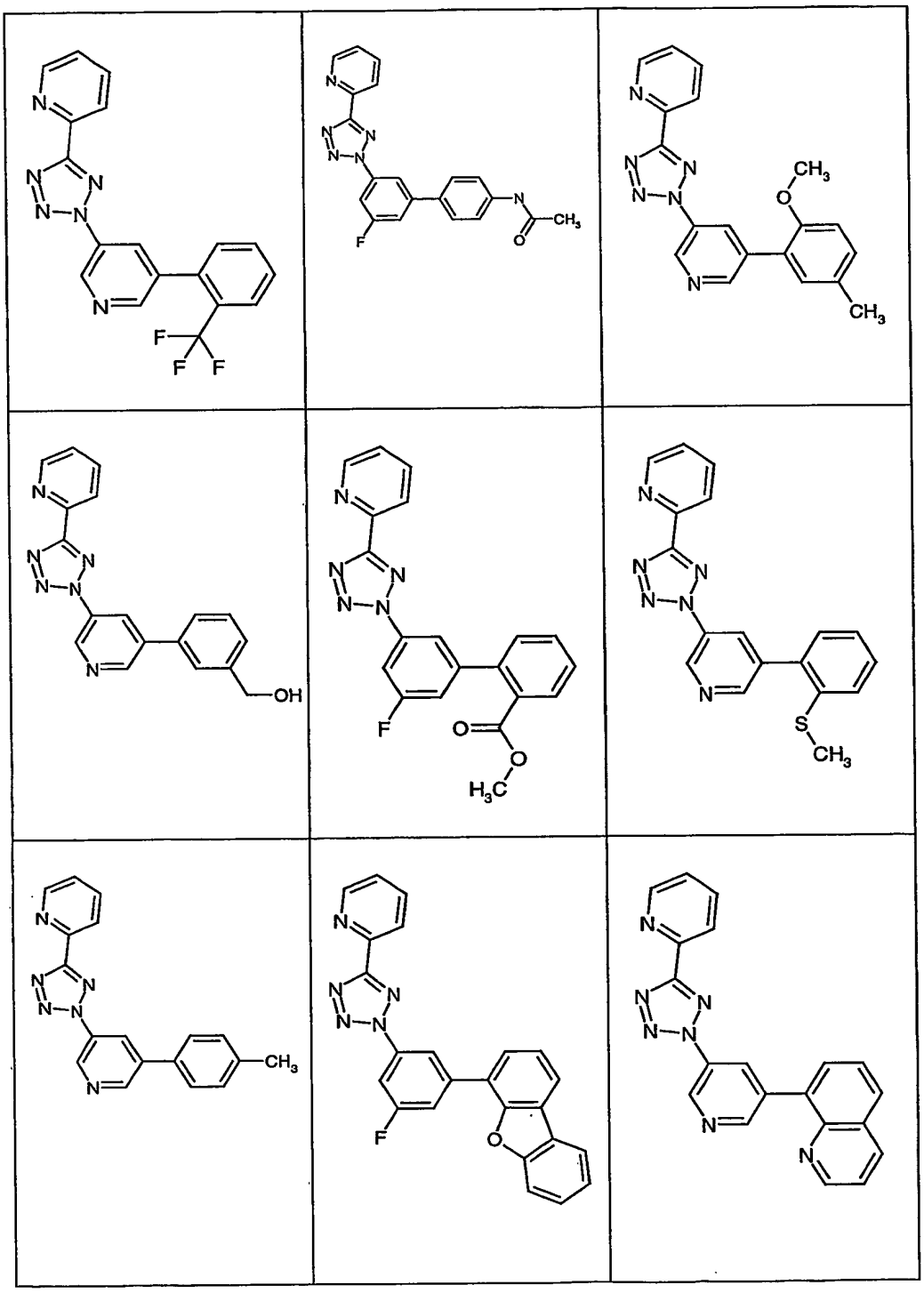
		
		
		
		
		

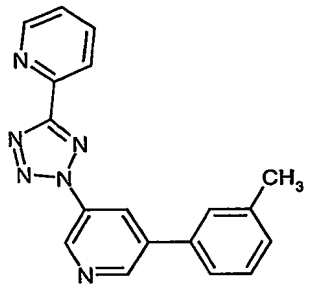
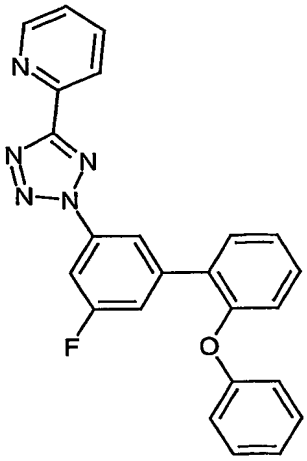
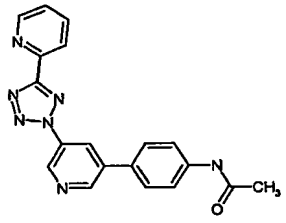
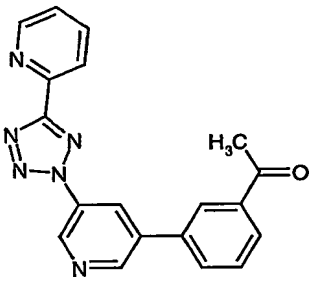
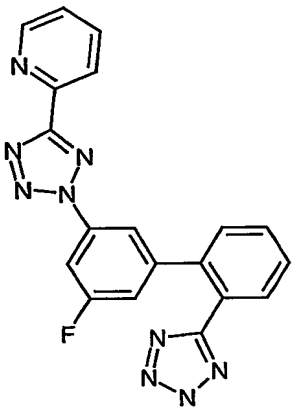
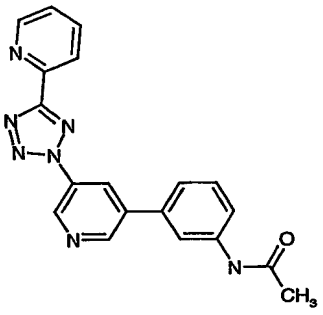


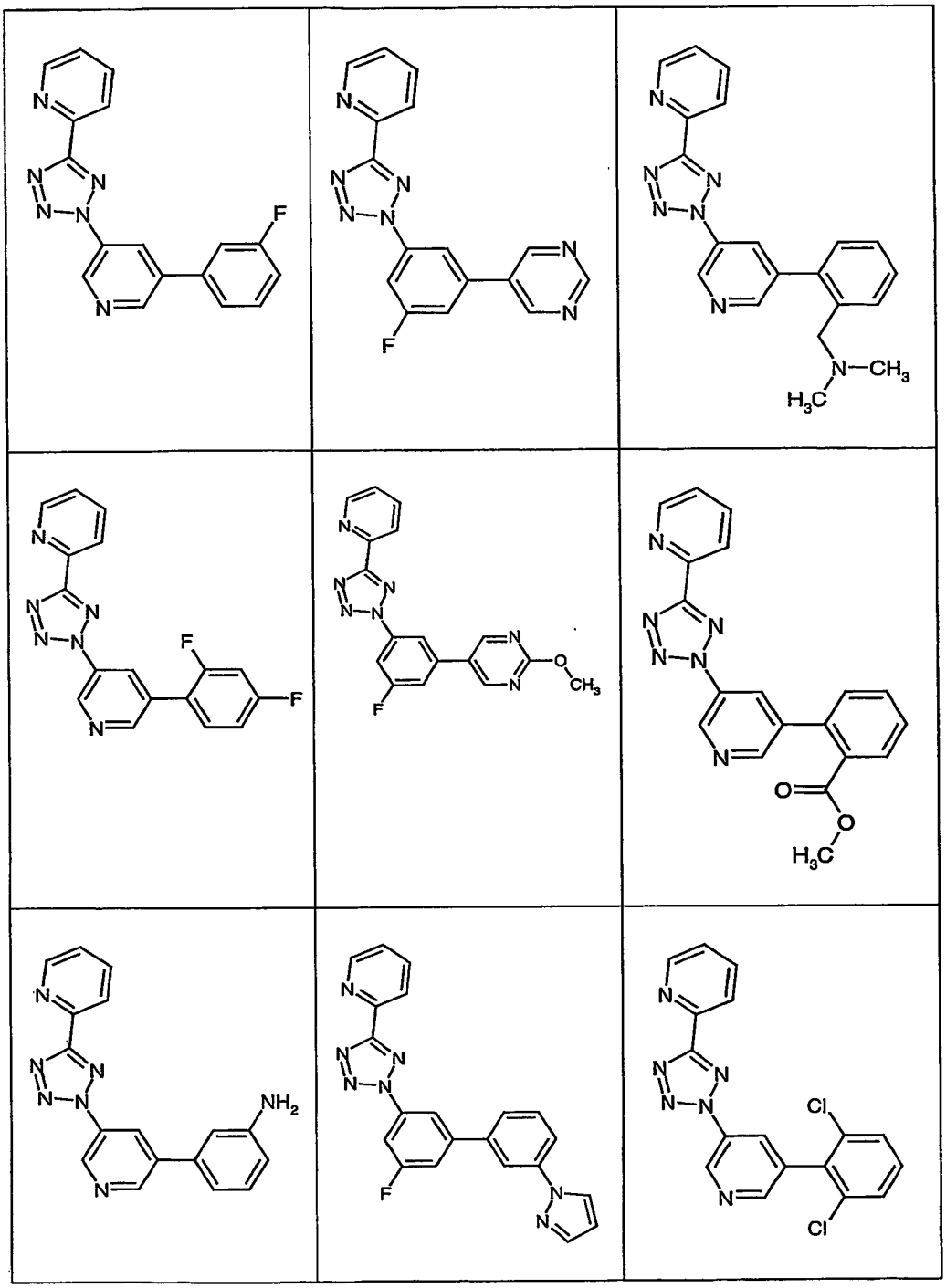
		
		
		
		
		

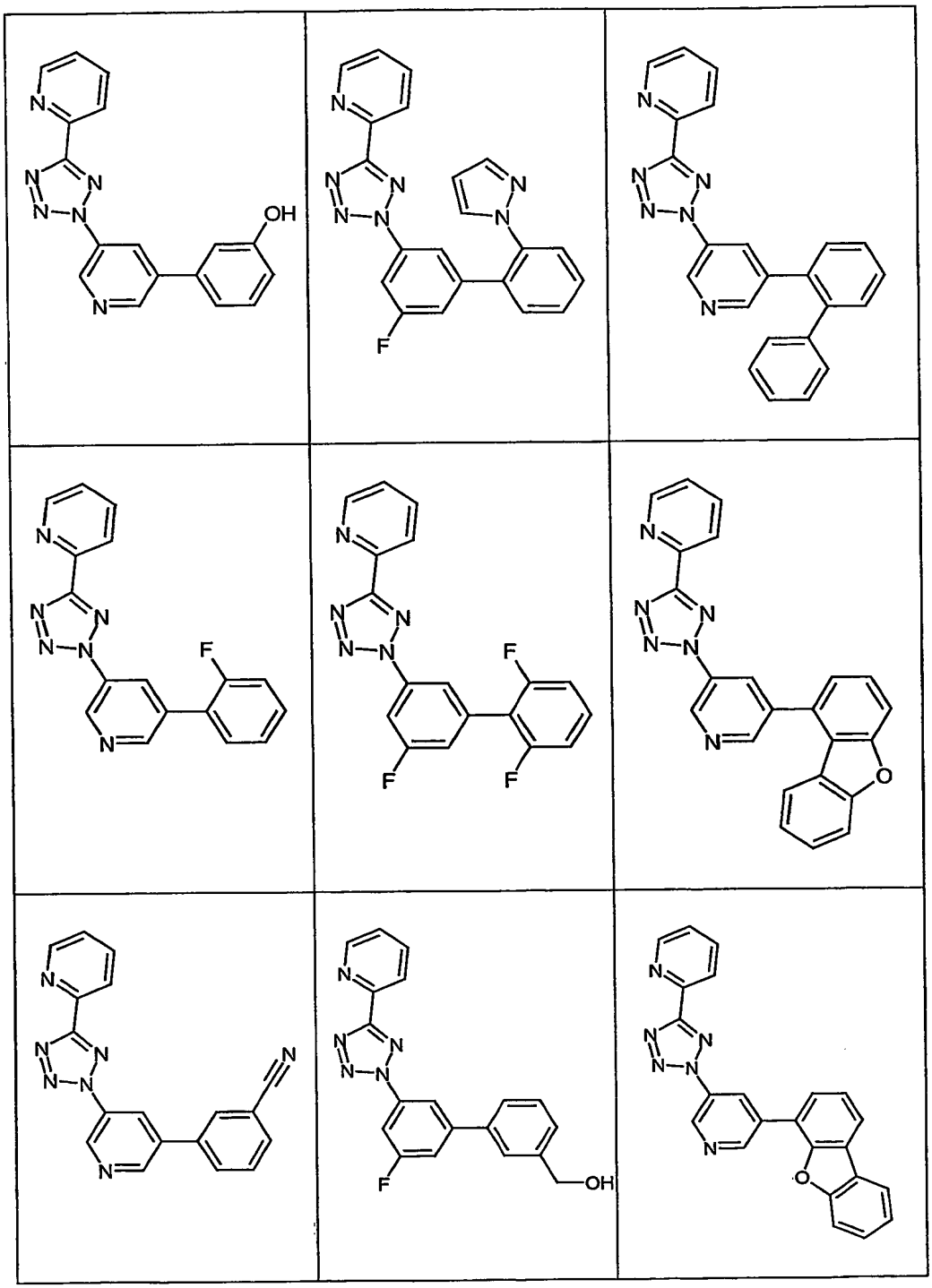


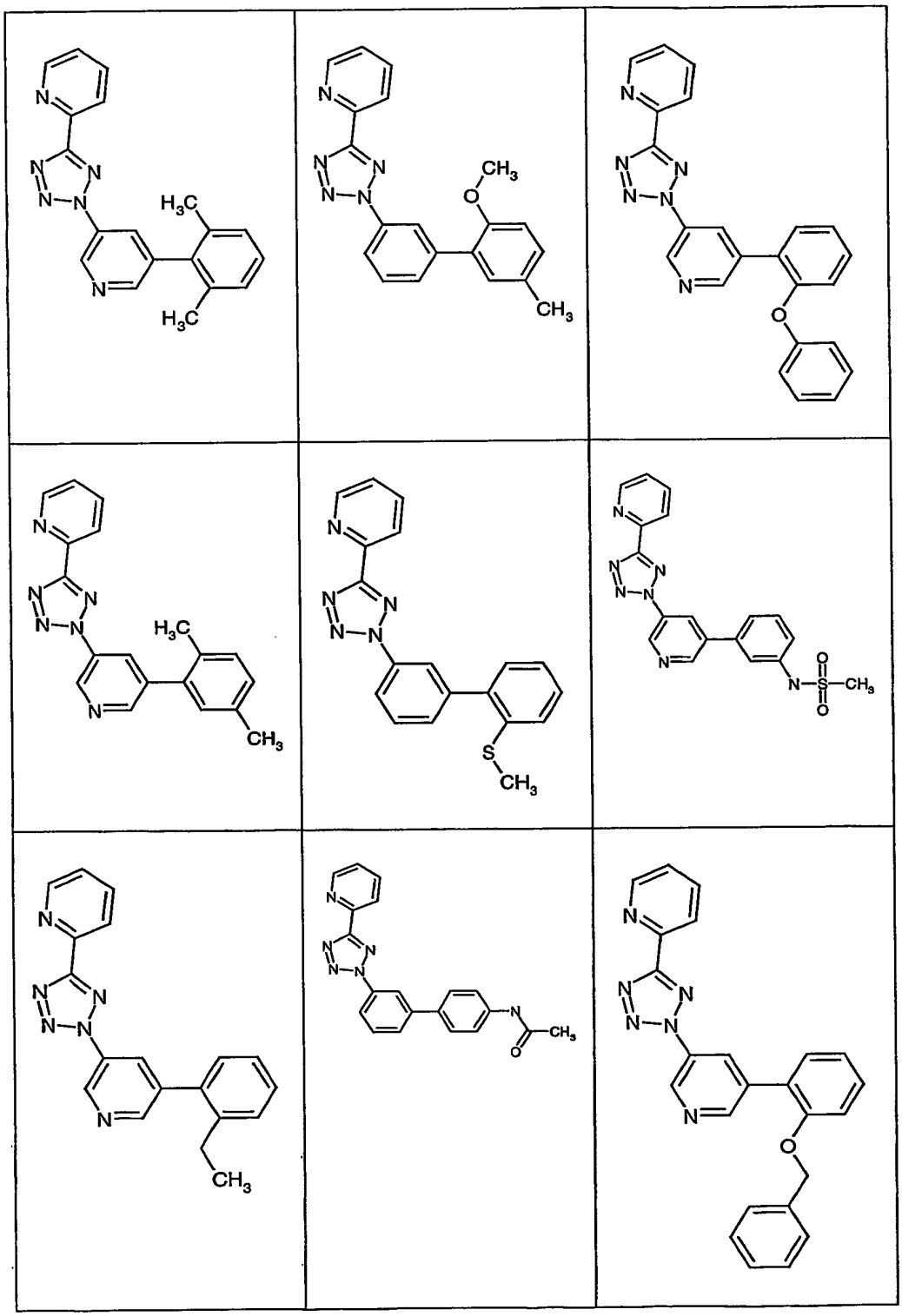


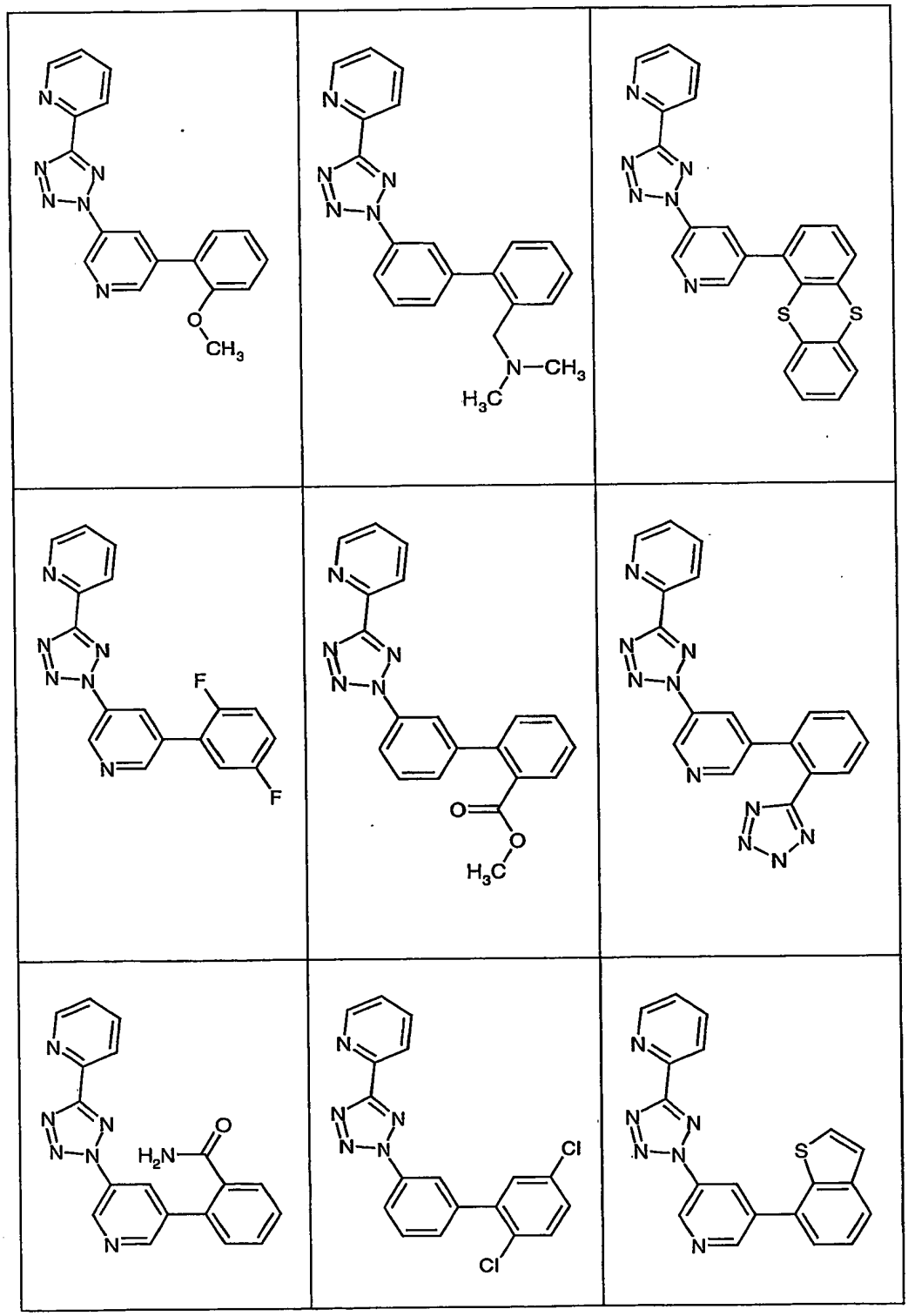


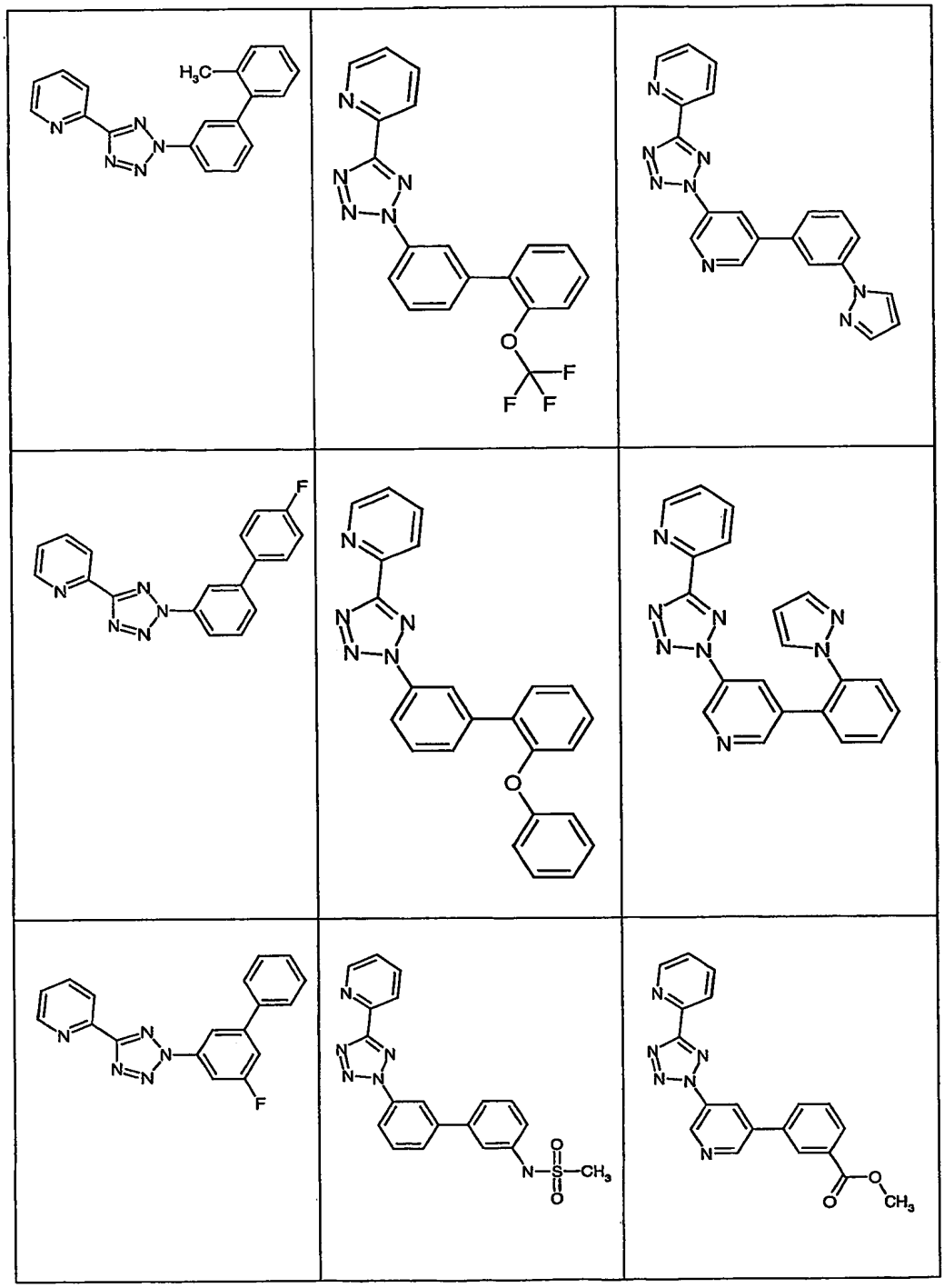
		
		

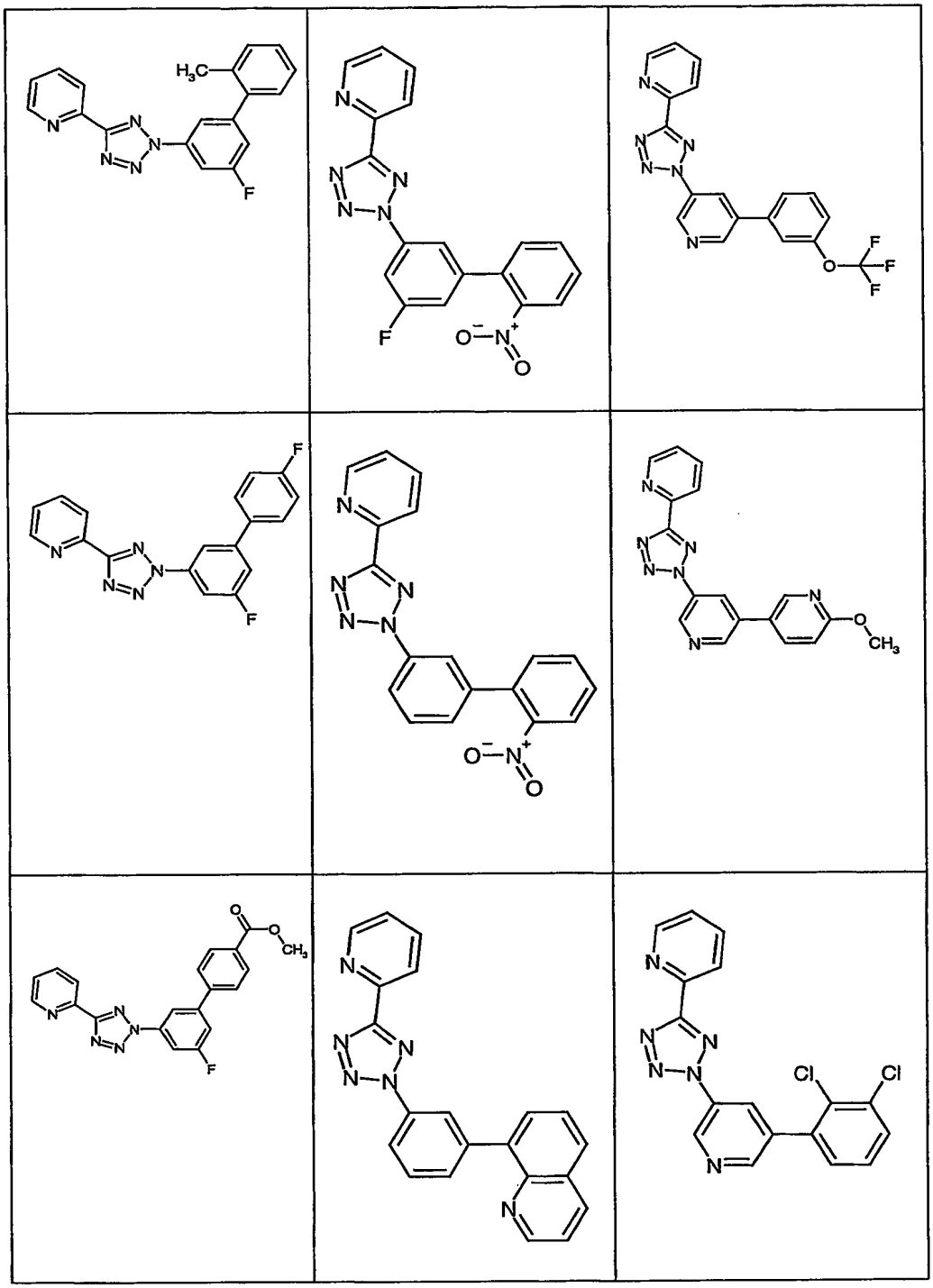


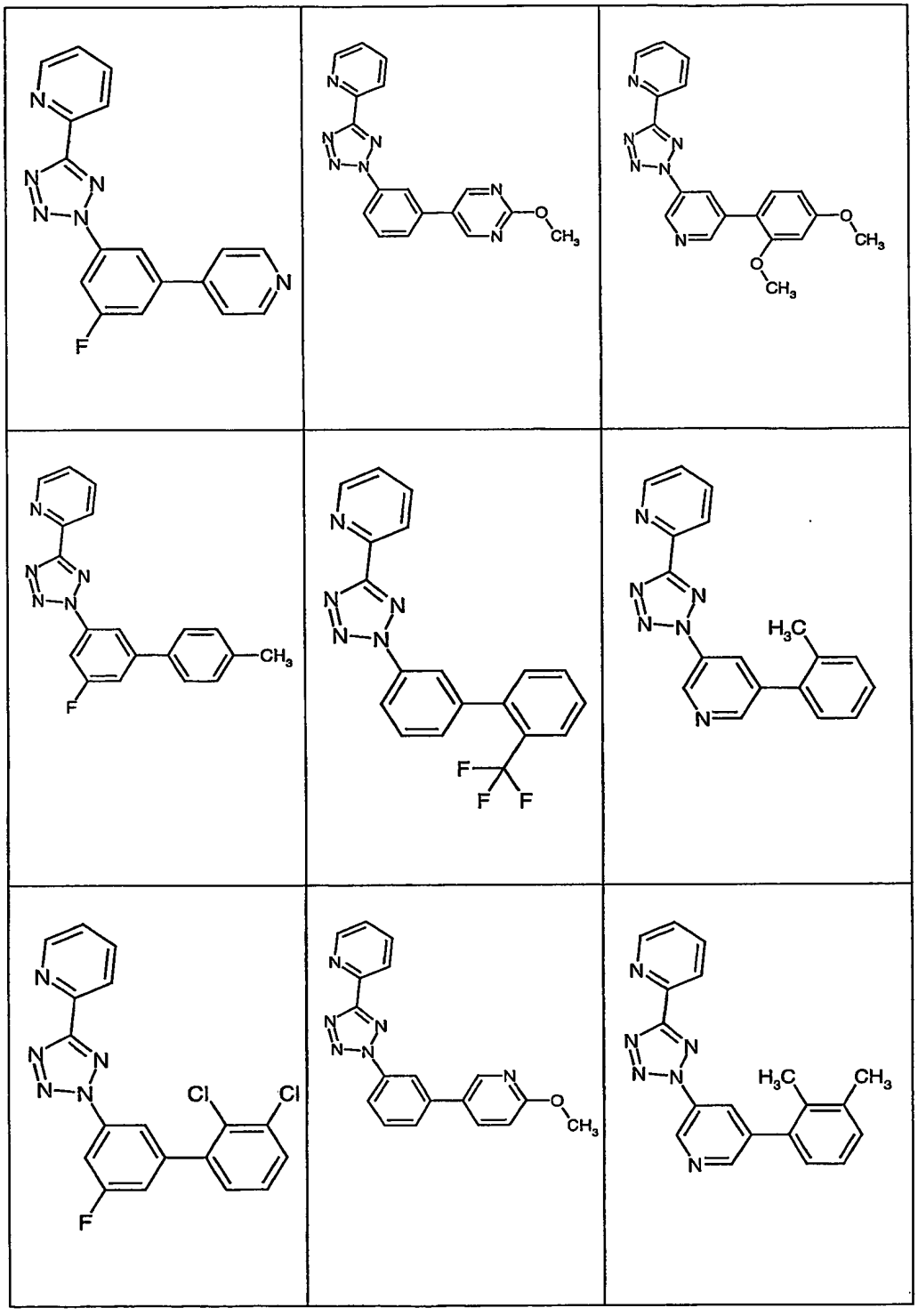


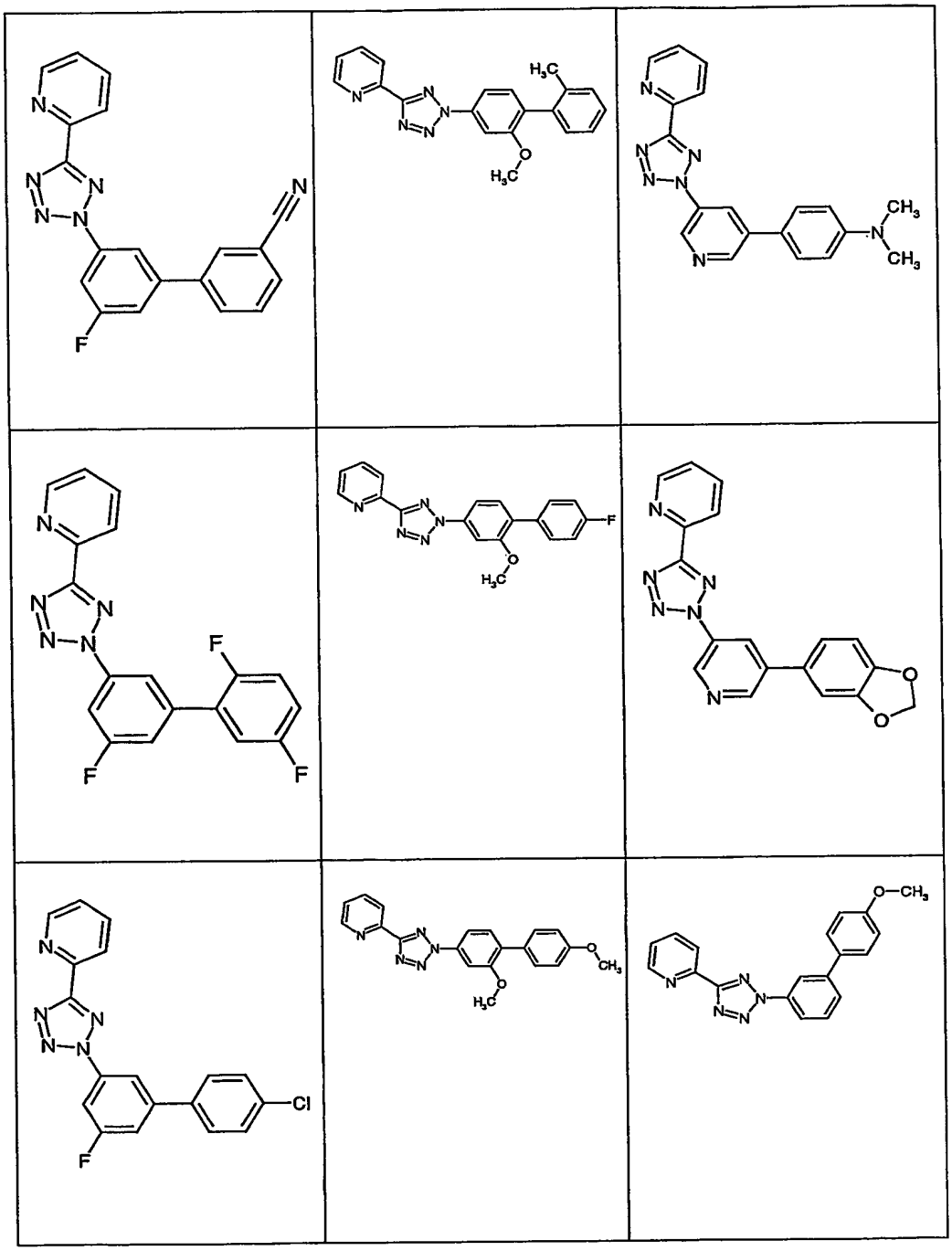


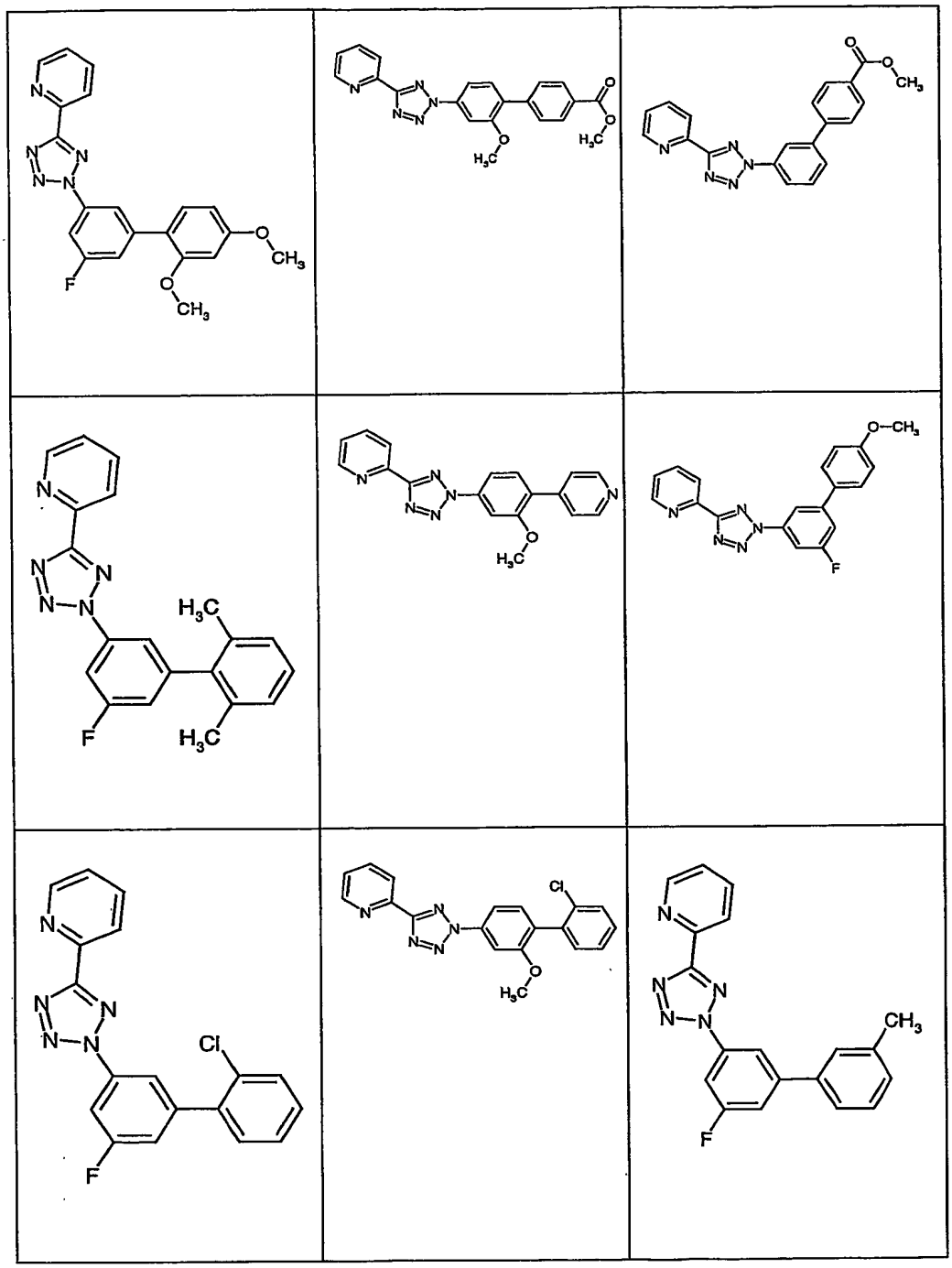


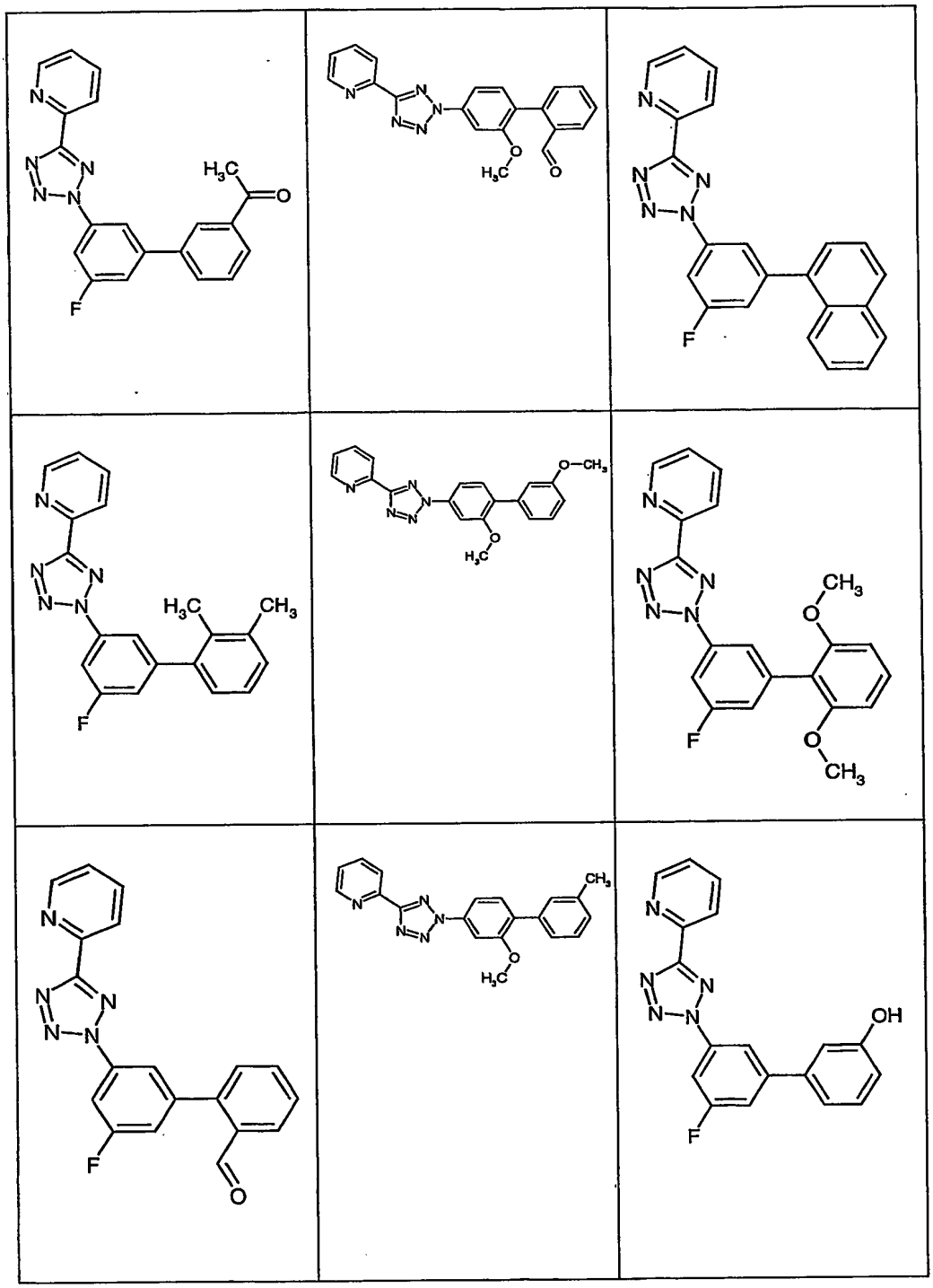


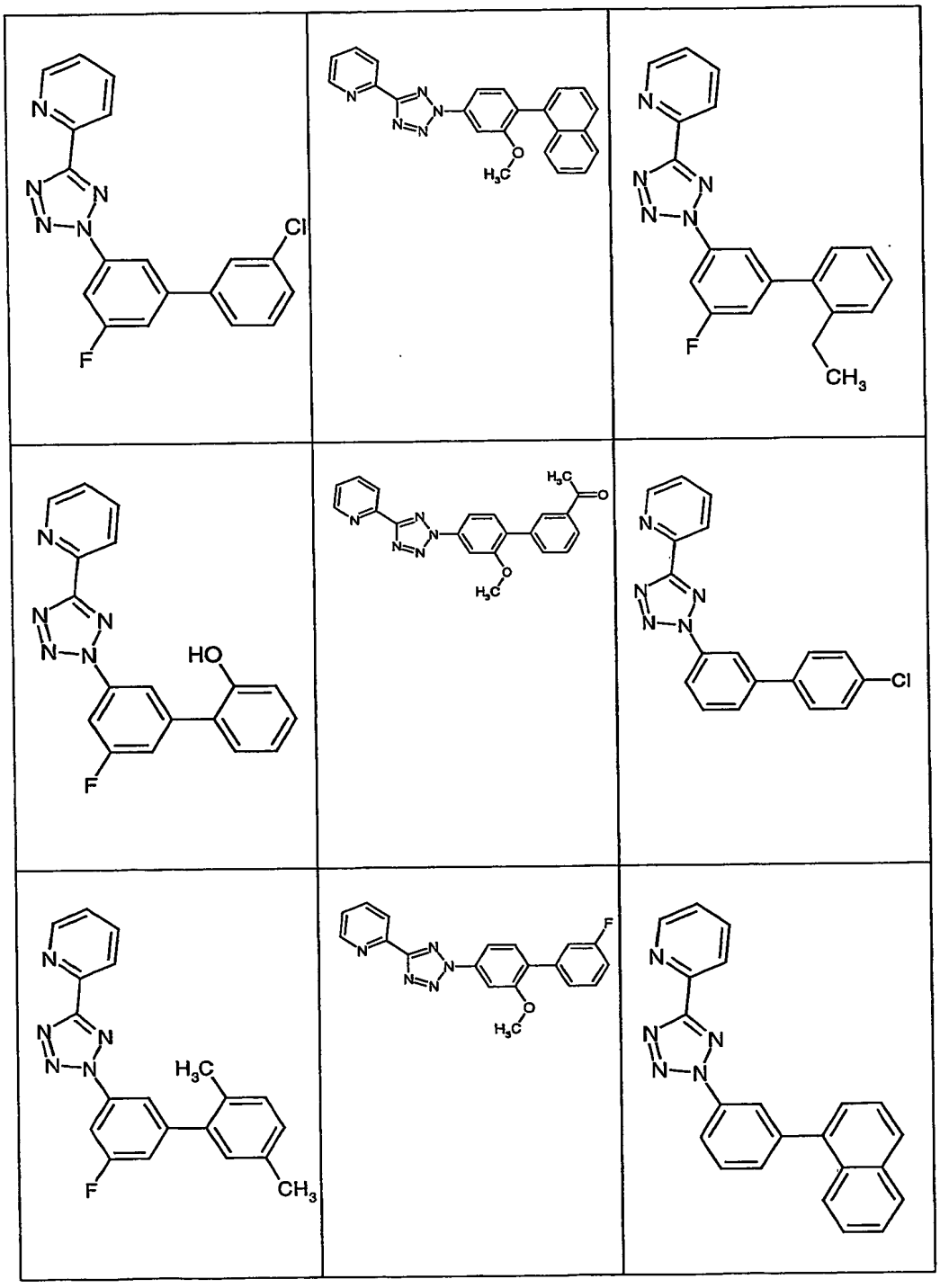


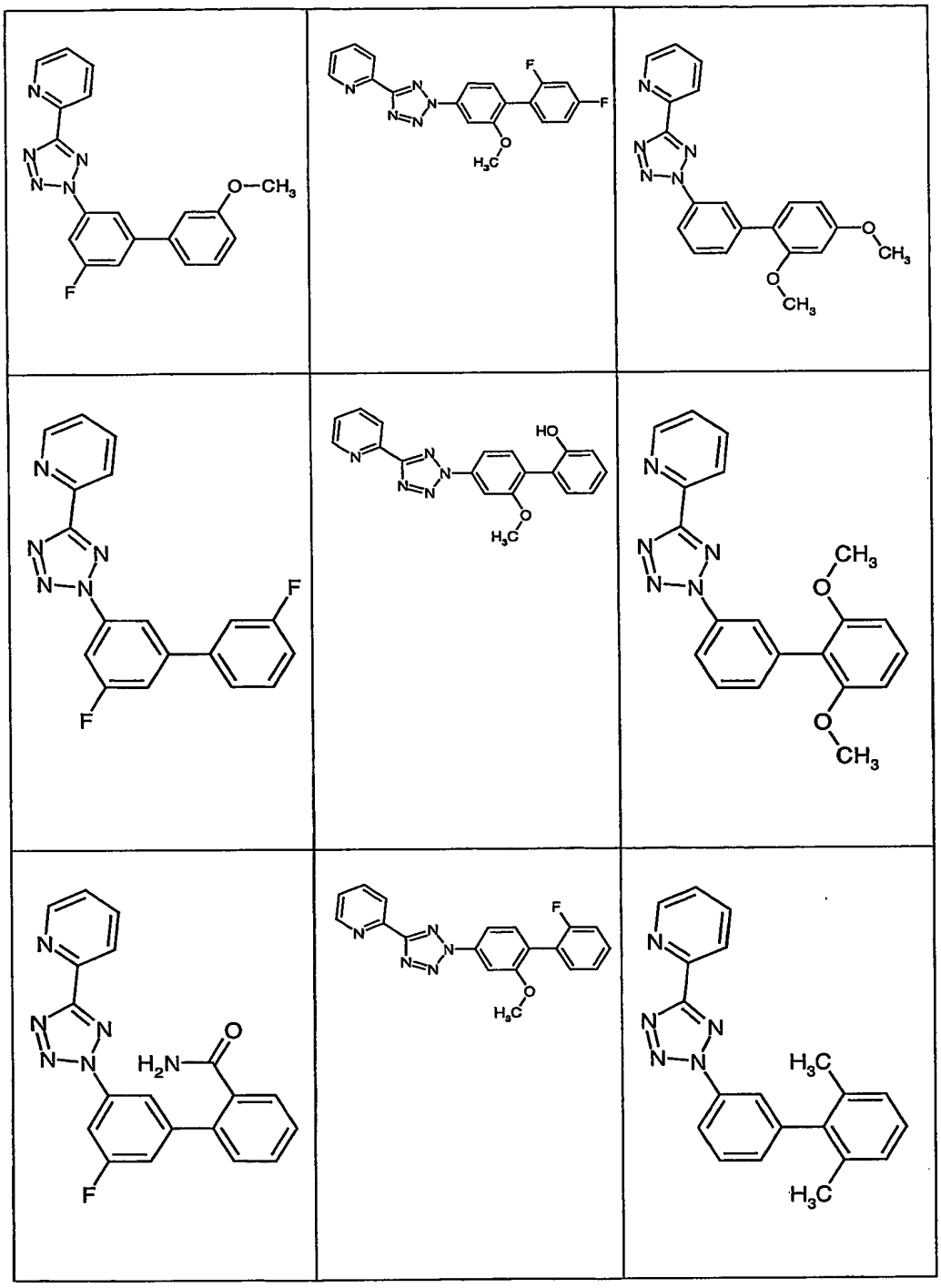


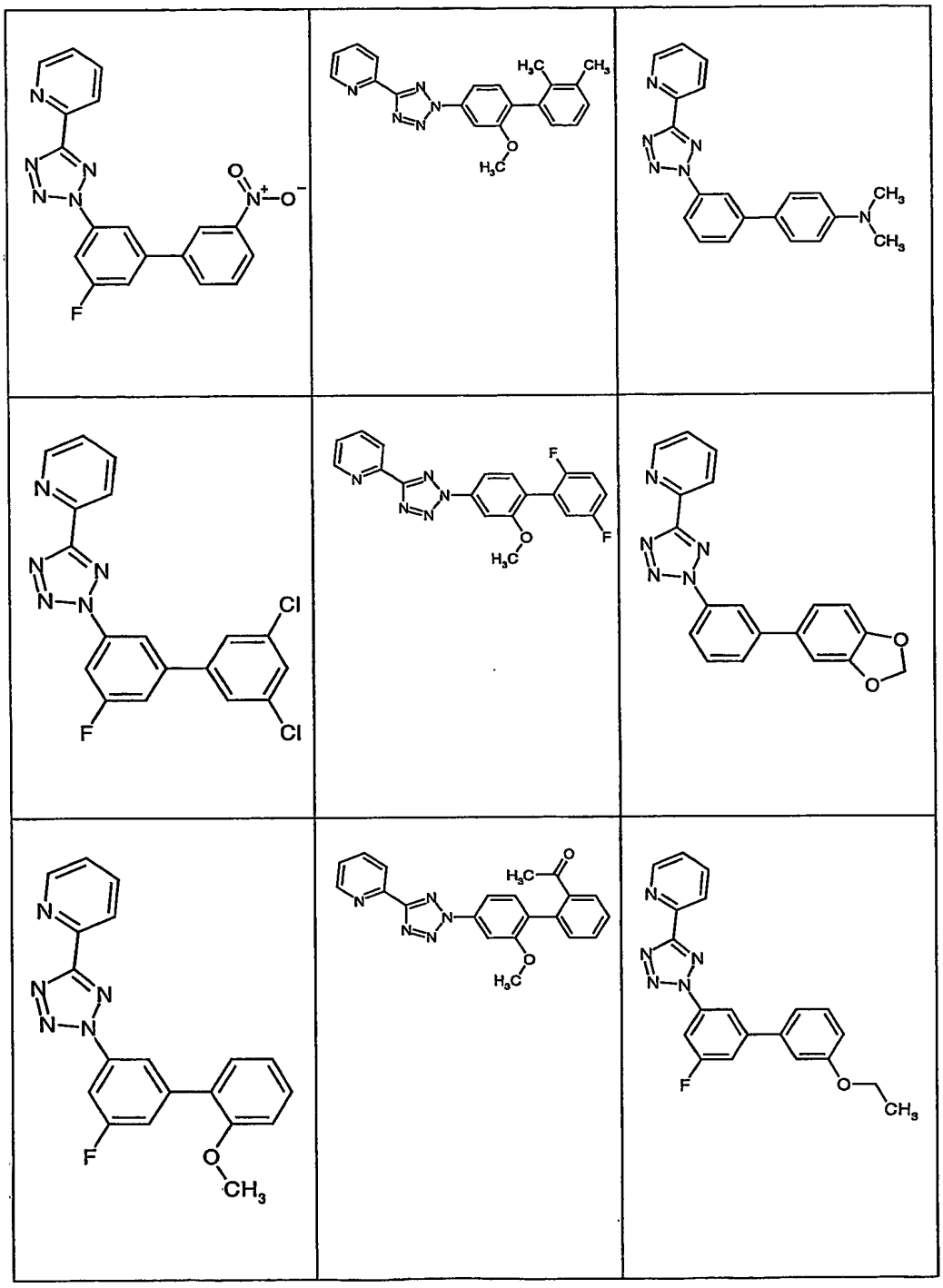


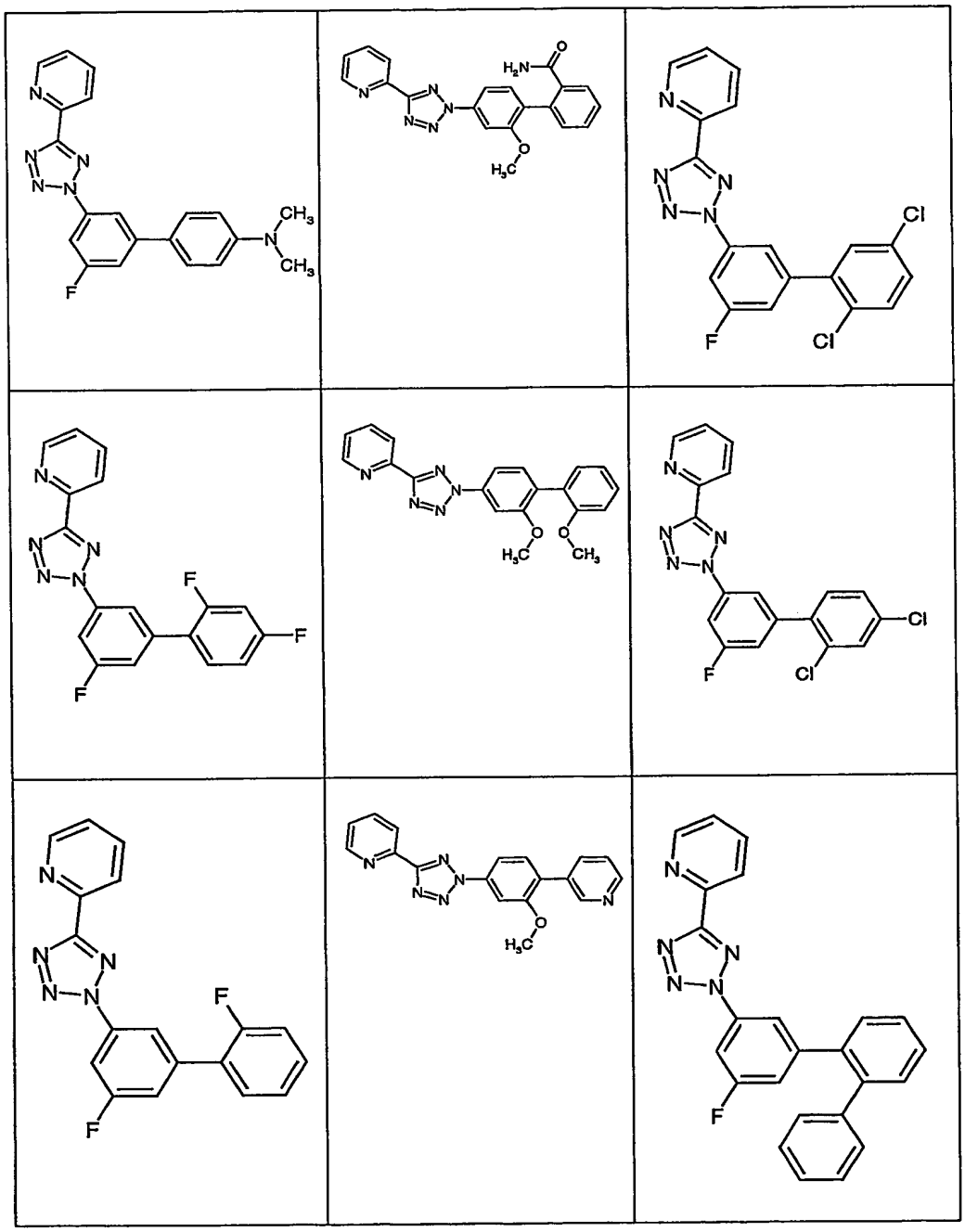


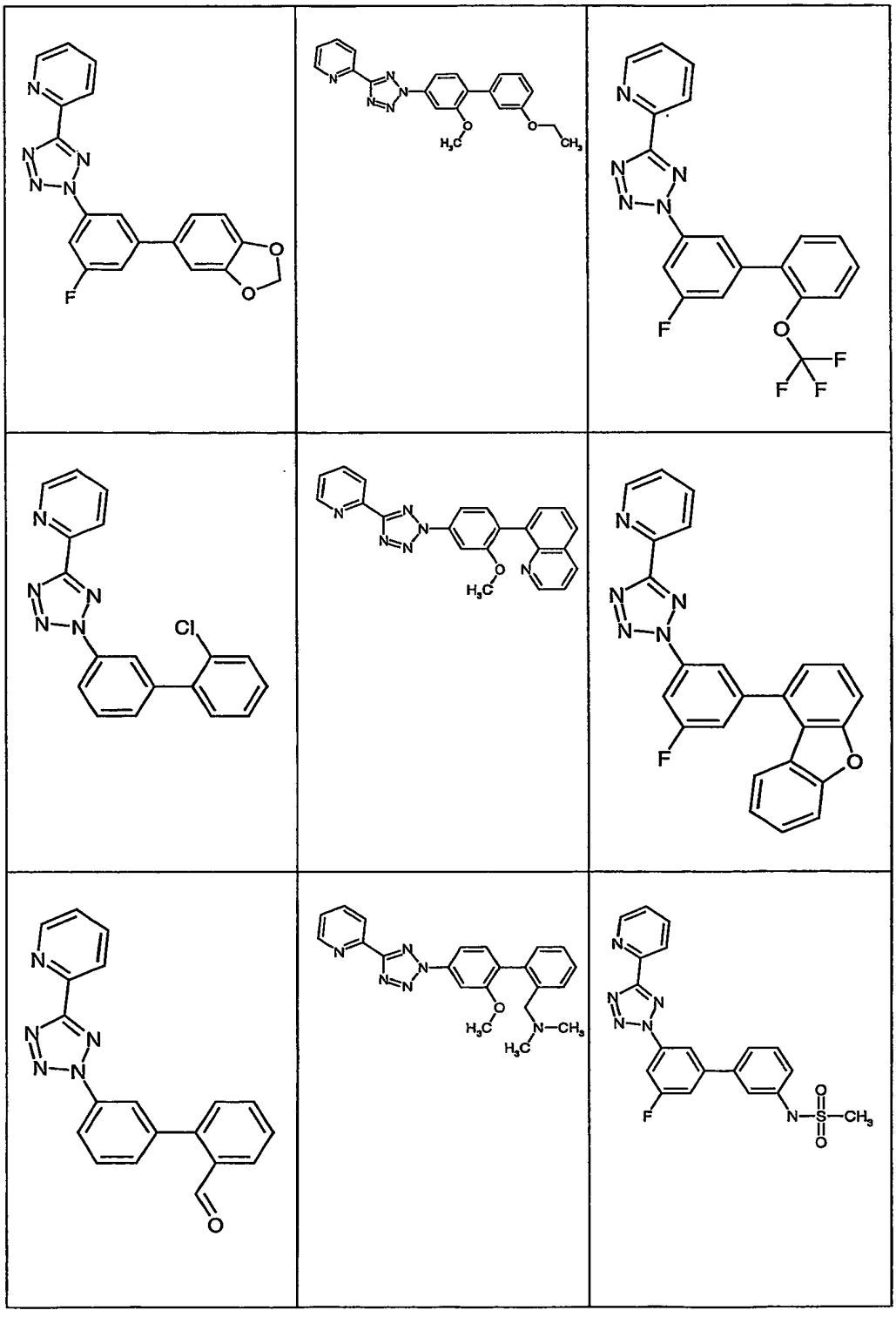


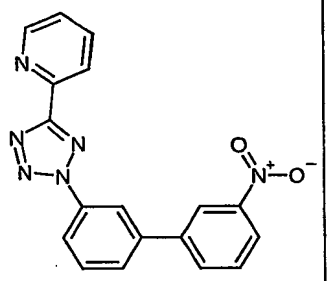
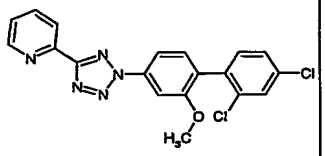
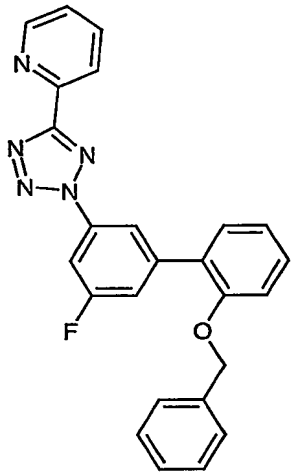
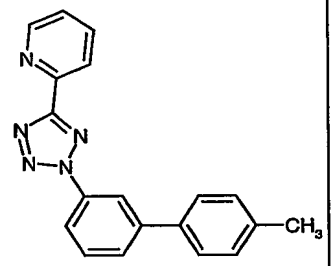
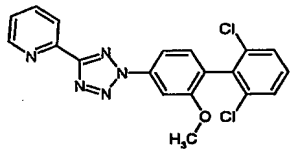
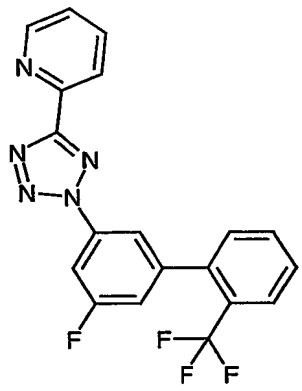
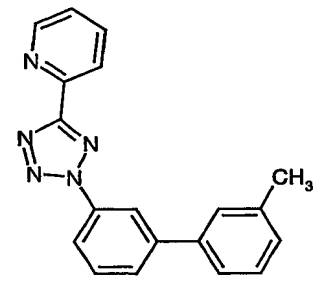
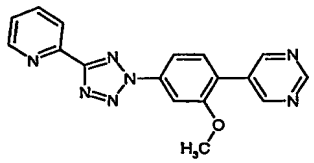
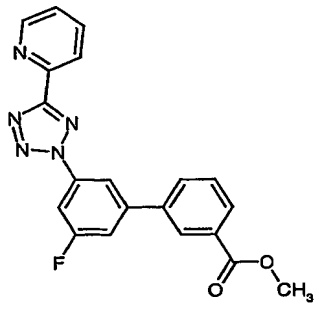


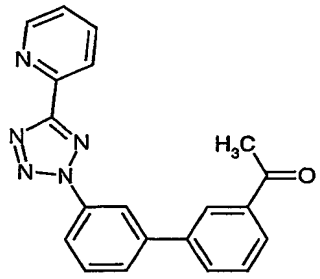
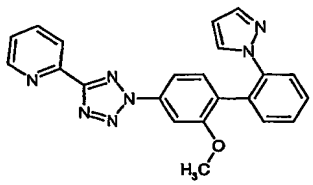
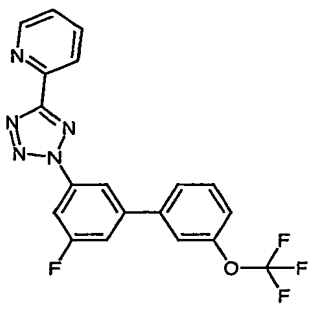
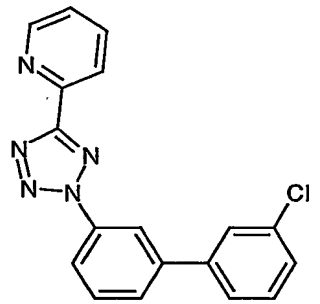
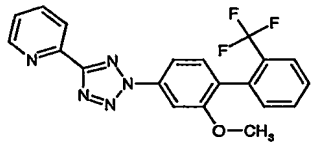
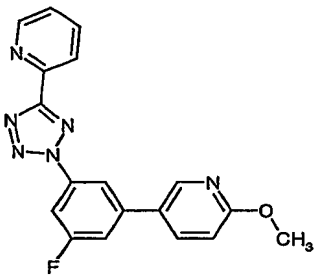
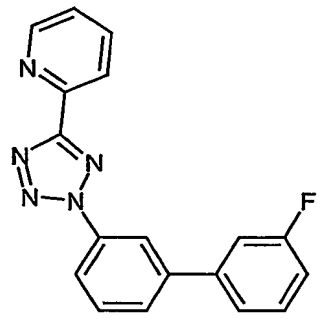
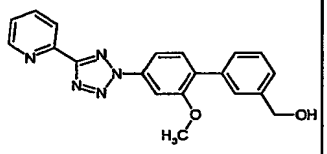
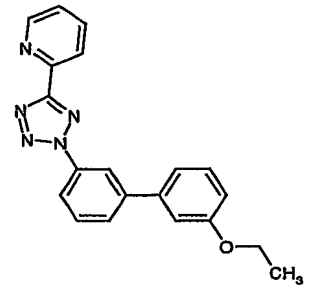


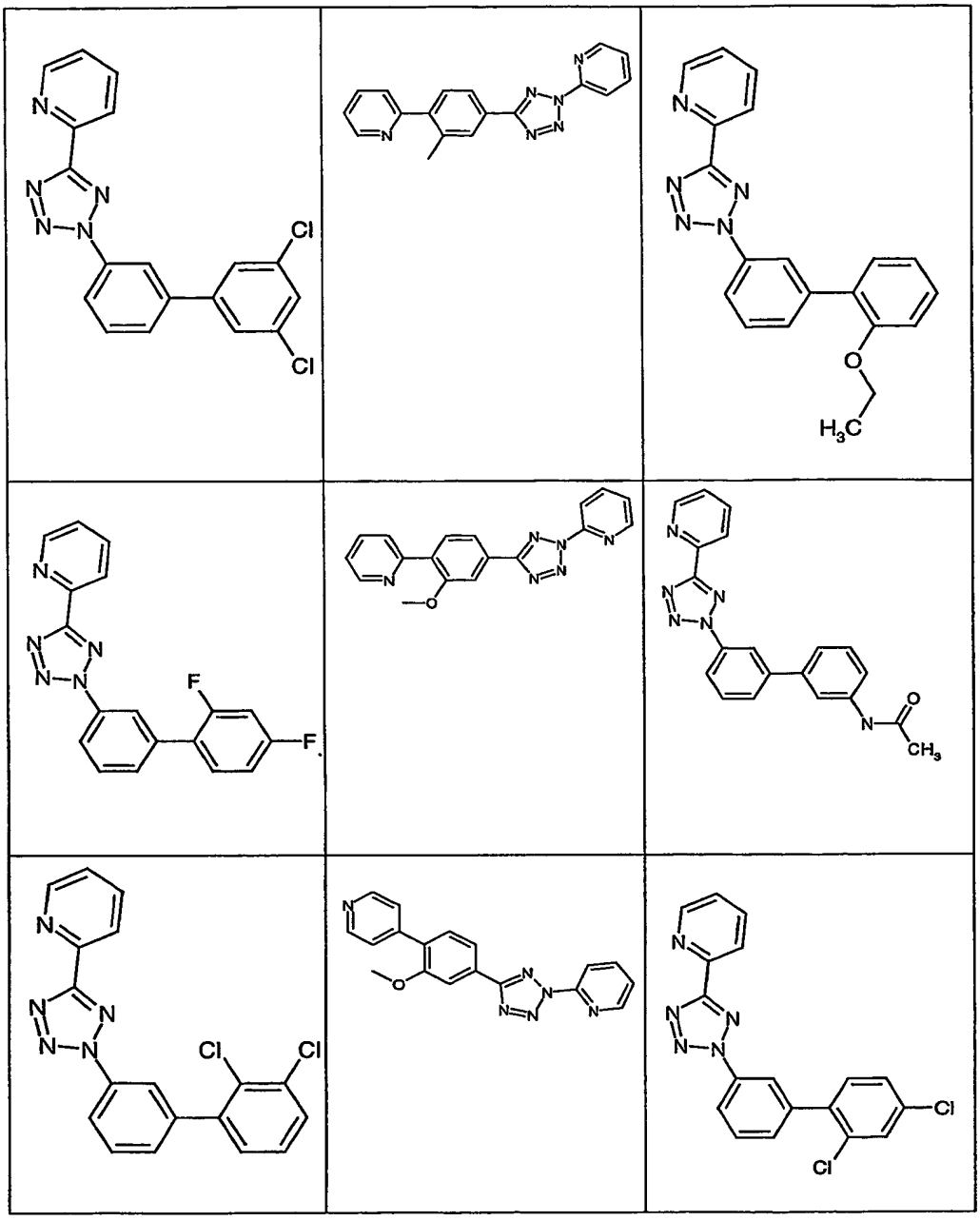


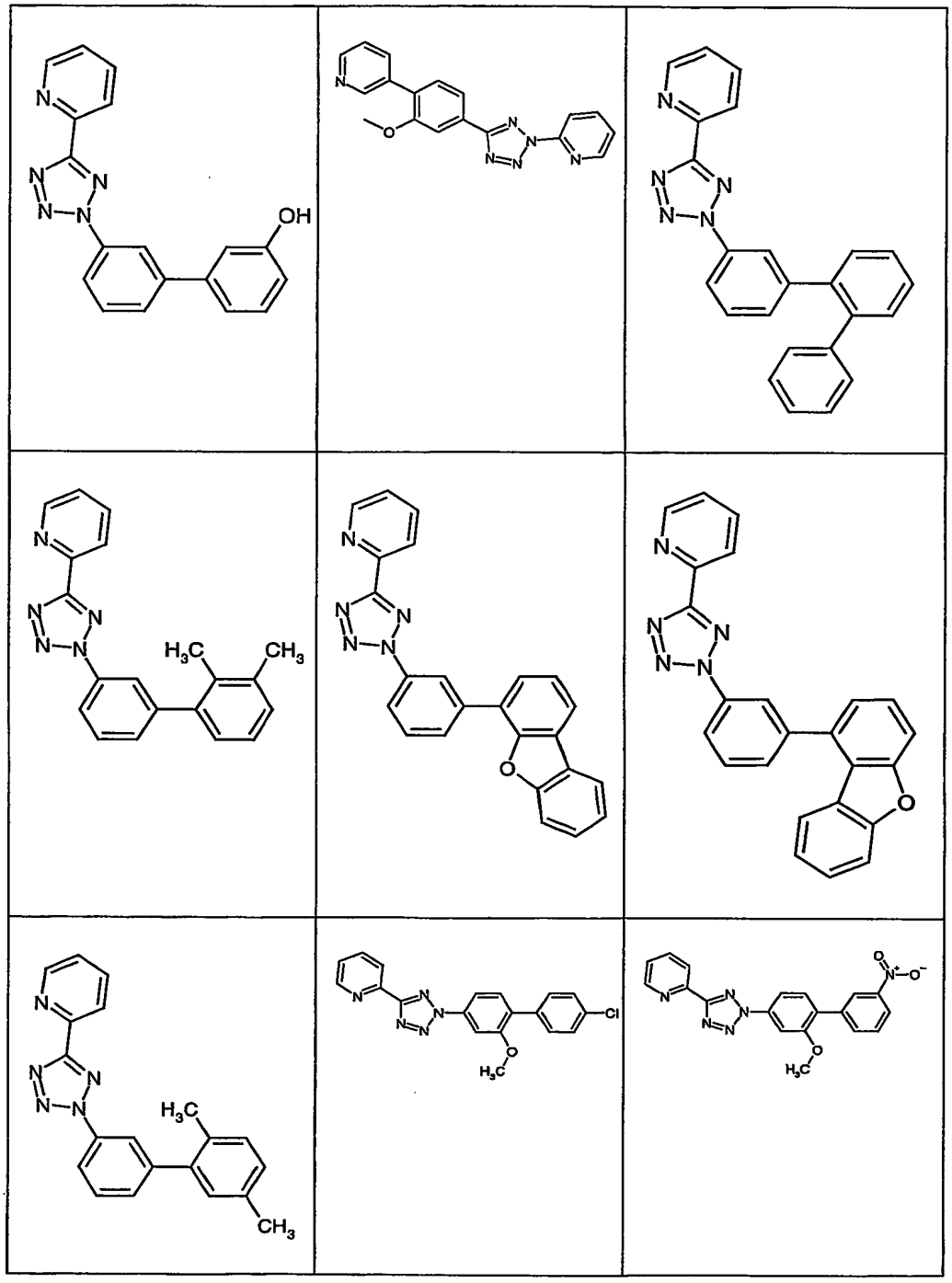


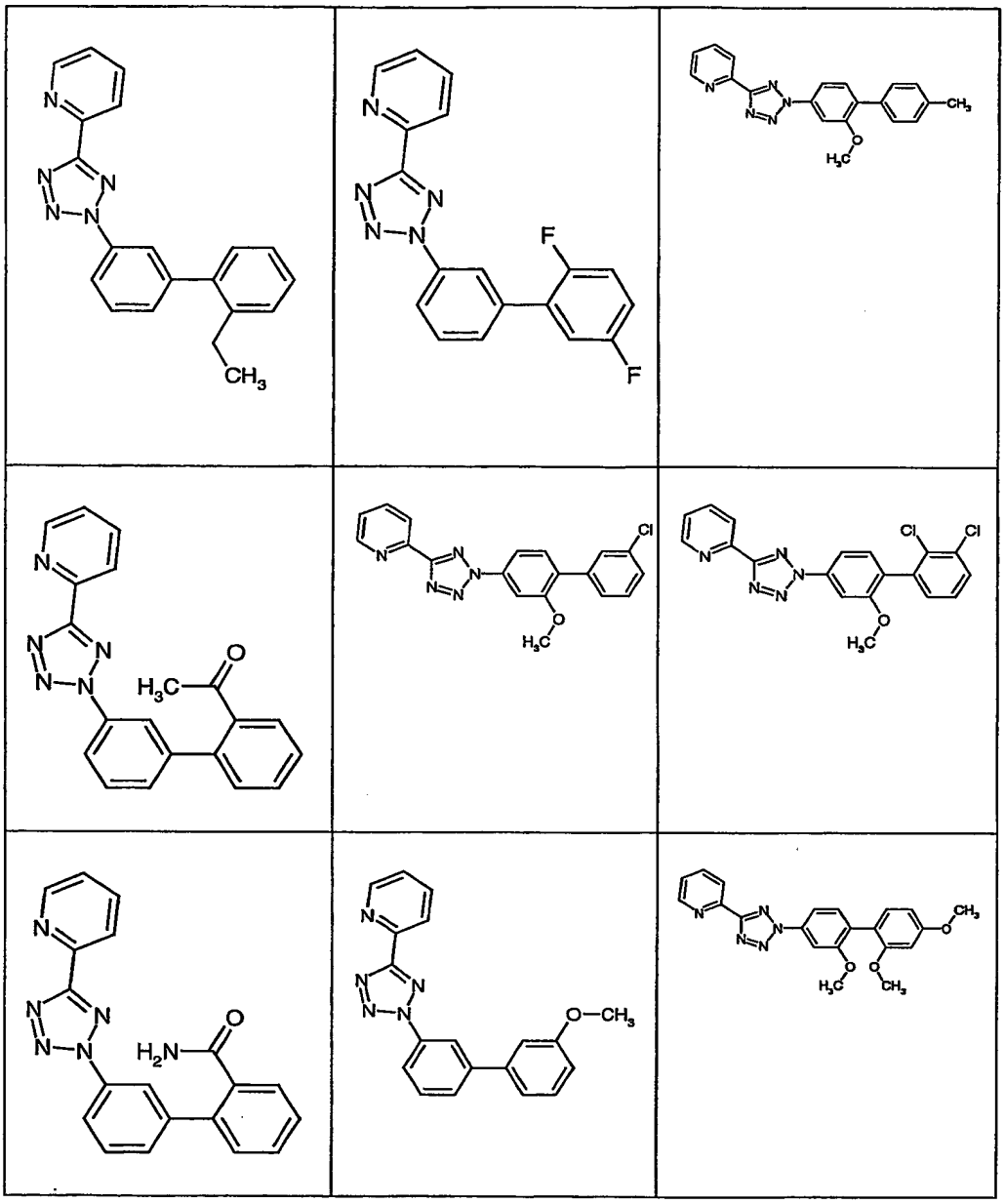


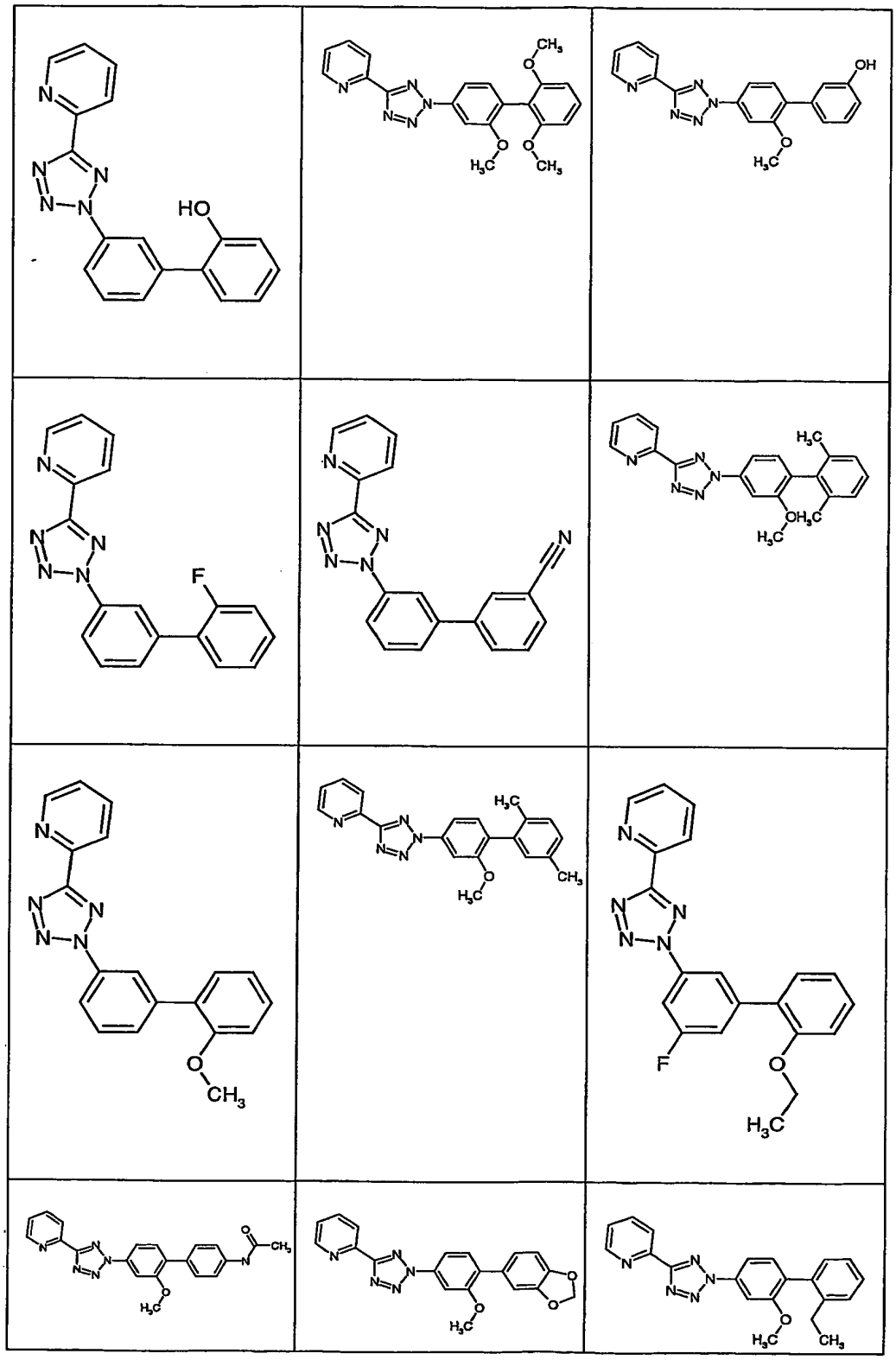
		
		
		

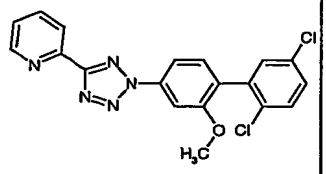
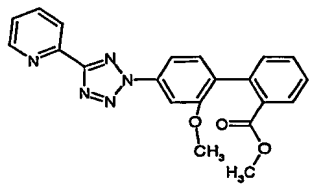
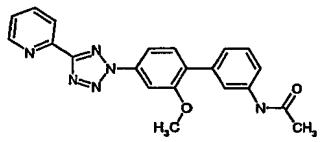
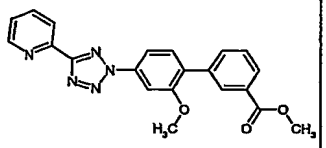
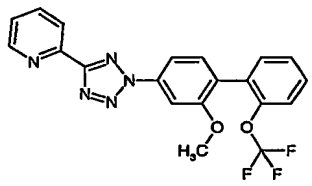
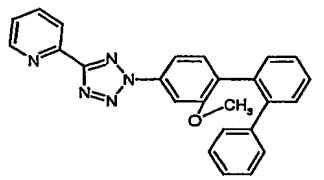
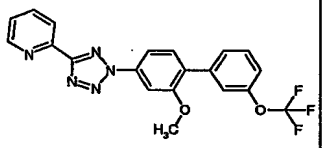
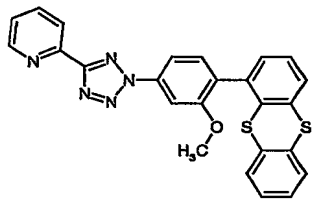
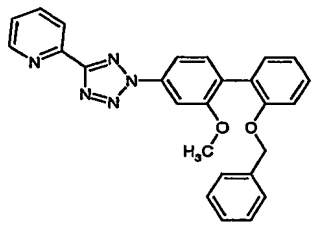
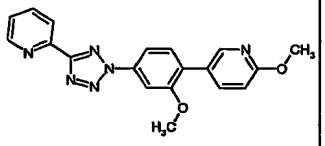
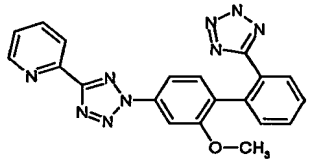
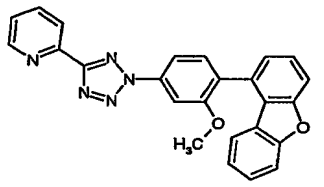
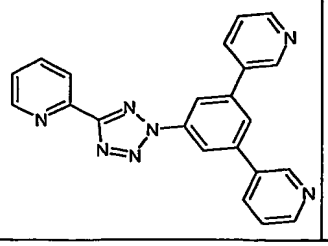
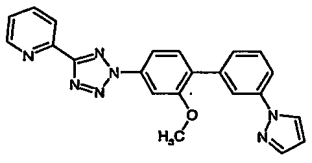
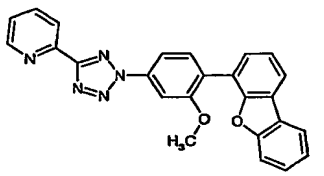
		
		
		

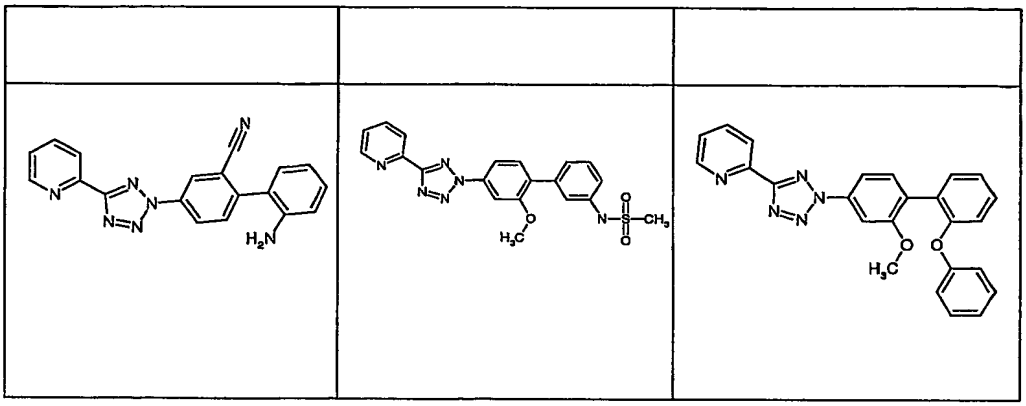










or a pharmaceutically acceptable salt thereof.

17. A pharmaceutical composition comprising:

a therapeutically effective amount of the compound according to claim 1, or a pharmaceutically acceptable salt thereof; and

a pharmaceutically acceptable carrier.

18. The pharmaceutical composition according to claim 14, further comprising i) an opiate agonist, ii) an opiate antagonist, iii) a calcium channel antagonist, iv) a 5HT receptor agonist, v) a 5HT receptor antagonist, vi) a sodium channel antagonist, vii) an NMDA receptor agonist, viii) an NMDA receptor antagonist, ix) a COX-2 selective inhibitor, x) an NK1 antagonist, xi) a non-steroidal anti-inflammatory drug, xii) a GABA-A receptor modulator, xiii) a dopamine agonist, xiv) a dopamine antagonist, xv) a selective serotonin reuptake inhibitor, xvi) a tricyclic antidepressant drug, xvii) a norepinephrine modulator, xviii) L-DOPA, xix) buspirone, xx) a lithium salt, xxi) valproate, xxii) neurontin, xxiii) olanzapine, xxiv) a nicotinic agonist, xxv) a nicotinic antagonist, xxvi) a muscarinic agonist, xxvii) a muscarinic antagonist, xxviii) a selective serotonin and norepinephrine reuptake inhibitor (SSNRI), xxix) a heroin substituting drug, xxx) disulfiram, or xxxi) acamprosate.

19. The pharmaceutical composition according to claim 18, wherein said heroin substituting drug is methadone, levo-alpha-acetylmethadol, buprenorphine or naltrexone.

20. A method of treatment or prevention of pain comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

21. A method of treatment or prevention of a pain disorder wherein said pain disorder is acute pain, persistent pain, chronic pain, inflammatory pain, or neuropathic pain, comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

22. A method of treatment or prevention of anxiety, depression, bipolar disorder, psychosis, drug withdrawal, tobacco withdrawal, memory loss, cognitive impairment, dementia, Alzheimer's disease, schizophrenia or panic comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

23. A method of treatment or prevention of disorders of extrapyramidal motor function comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

24. The method of claim 23 wherein said disorder of extrapyramidal motor function is Parkinson's disease, progressive supramuscular palsy, Huntington's disease, Gilles de la Tourette syndrome, or tardive dyskinesia.

25. A method of treatment or prevention of anxiety disorders comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

26. The method of claim 25 wherein said anxiety disorder is panic attack, agoraphobia or specific phobias, obsessive-compulsive disorders, post-

traumatic stress disorder, acute stress disorder, generalized anxiety disorder, eating disorder, substance-induced anxiety disorder, or nonspecified anxiety disorder.

27. A method of treatment or prevention of neuropathic pain comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

28. A method of treatment or prevention of Parkinson's Disease comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

29. A method of treatment or prevention of depression comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

30. A method of treatment or prevention of epilepsy comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

31. A method of treatment or prevention of inflammatory pain comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

32. A method of treatment or prevention of cognitive dysfunction comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

33. A method of treatment or prevention of drug addiction, drug abuse and drug withdrawal comprising the step of administering a therapeutically effective

amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

34. A method of treatment or prevention of bipolar disorders comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

35. A method of treatment or prevention of circadian rhythm and sleep disorders comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

36. The method of Claim 35 wherein the circadian rhythm and sleep disorders are shift-work induced sleep disorder or jet-lag.

37. A method of treatment or prevention of obesity comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.